

## CONSTITUTION OF THE DISTRICT OF COLUMBIA APPROVED BASKETBALL OFFICIALS ASSOCIATION

**ADOPTED BY THE BOARD: 2 November 2019**

### **ARTICLE I-Names and Affiliation**

This organization (herein after referred to as the “Board”) shall be known as the District of Columbia Approved Basketball Officials Association and shall be an affiliated member of (“Board No. 12”) the International Association of Approved Basketball Officials (“IAABO”).

### **ARTICLE II-Purpose**

The purpose of the Board shall be:

1. To educate, train, develop and provide continuous instruction for basketball officials;
2. To promote the welfare of the game of basketball, its players and officials;
3. To maintain the highest standard of basketball officiating;
4. To encourage uniform interpretation of rules as approved by IAABO;
5. To encourage the spirit of fair play and sportsmanship;
6. To have available at all times an adequate number of thoroughly trained and capable officials;
7. To cooperate with all organizations officially connected with the game of basketball in furthering its interests and ideals;
8. To uphold the Constitution and Bylaws of IAABO.

### **ARTICLE III- Territory**

The territory of the Board shall consist of the District of Columbia and Montgomery County, Maryland. Any changes to the territory shall only be made in accordance with the governing provisions of IAABO.

### **ARTICLE IV- Membership**

**Section 1. Board.** This Board shall be composed of all duly qualified and regularly approved Members currently in good standing with the Board, and IAABO in a manner prescribed in this Constitution, the Board’s Bylaws and the IAABO Constitution and Bylaws.

#### **Section 2. Classes of Members.**

- A. Active/Officiating (“AO”). Active Member, duly registered and eligible to officiate.
- B. Active/Non-officiating (“AN”). Active Member, non-officiating.
- C. Dual (“DM”). Active Members in good standing with their “Home Board” (i.e. another IAABO approved board and with good standing as defined by the Home Board) who have been accepted as a Member of the Board shall be Dual members. A DM shall be accorded the same privileges as any AO and shall be listed as an AO by the Board.
- D. Board Life (“BL”). Elected by the Board in accordance with the requirements as set forth in the Board’s Constitution and Bylaws, and/or, as set forth in the requirements

of the IAABO Constitution and Bylaws. Any Member who has IAABO Life Member status shall also have BL status in the Board.

- E. Board Honorary (“BH”). Elected by the Board in accordance with the requirements as set forth in the Board’s Constitution and Bylaws, and/or as set forth in the requirements of the IAABO Constitution and Bylaws.
- F. IAABO Transfer (“IT”). IAABO members may transfer from one IAABO board to another IAABO board. An appropriate officer of the IAABO Board from which IT member is transferring, shall notify the Secretary of the Board, of such transfer. Such notification shall include the status of the IT member and any other information which the Secretary deems necessary. After the receipt of the documentation from the transferring IAABO board the IT member shall have the same rights in the Board as the status that he/she transferred with.
- G. Non-IAABO Transfer (“NIT”). A member is associated with a non-IAABO officiating organization shall be accorded status as a AO or AN member of the Board ; provided such person has successfully completed the requirements for an AO or AN membership, which may include passing the IAABO and the Board testing requirements.

**Section 3. Qualifications for Membership.** Any person who meets the requirements set forth in this Article and in the Board’s Bylaws is eligible for membership in the Board. Any person of good character as determined by the rules of the Board, the age of eighteen (18) years or older is eligible to file an application for membership.

**Section 4. Admission to Membership.** Membership requirements include: AO membership is open to applicants eighteen (18) years of age or older who establish a satisfactory record of character, and file a written request with the Secretary. In addition to the requirements set forth below, qualified applicants must pass the background check as determined by the Board’s Executive Committee required of all Board Members, and pass the official IAABO Written Examination.

- A. Applicants who pass the official IAABO Written Examination will be eligible to take the IAABO Practical Floor Test. The Interpreter will send the examination results to the Secretary.
- B. Applicants must pass all testing requirements, comply with all attendance requirements, pay all dues and be registered with IAABO on or before the ensuing 15<sup>th</sup> day of May as an active officiating member of IAABO.
- C. Waiver. An applicant, who has had at least three (3) years’ experience officiating basketball at the sub-varsity high school, varsity high school or college level and has been certified by a duly qualified association, may be admitted as an AO Member.

## **ARTICLE V- Officers**

**Section 1. Titles.** The elected Officers of the Board shall be:

- A. President
- B. First Vice President
- C. Second Vice President
- D. Treasurer
- E. Secretary
- F. Commissioner
- G. Interpreter

All Officers along with the immediate Past President; five (5) Members-at-Large, and the Parliamentarian (non-voting) shall constitute the Executive Committee of the Board.

**Section 2. Terms of Office.**

- A. The term of President, First Vice President, Second Vice President, and Secretary shall be for two (2) years commencing in the odd-numbered years.
- B. The term of office the Commissioner, Interpreter, and Treasurer shall be for two (2) years commencing in even-numbered years.

**Section 3. Office Vacancy/Appointment.**

- A. A vacancy on the Executive Committee shall exist upon the death, resignation or removal of any Executive Committee member. Any such vacancy will be filled by the appointment by the President of a member of the Board (of any class), in good standing, and confirmation by a majority vote of the Executive Committee at any duly called Executive Committee meeting providing that a quorum (greater than 50% of the Executive Committee) is present.
- B. All or any member of the Executive Committee may be removed, with or without cause, by the majority vote of the members of the Board at a meeting of the Board called expressly for that purpose. Voting at such meeting shall be done by any approved voting method. Any such meeting shall require a quorum (30% of the Board membership) to be present in person, by proxy or voting by any approved voting method.
- C. Any Executive Committee member may resign at any time by giving written notice to the President or the Secretary of the Board. Except as otherwise provided by law, any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation of an Executive Committee member is tendered to take effect at a future time, a successor may be appointed (as provided in Article V, Section 3 A of this Constitution) to take office when the resignation becomes effective.

**Section 4. Eligibility of Officers.** All Members of the Board in good standing shall be eligible for election as Officers.

**Section 5. Errors and Omissions Insurance and Fidelity Insurance.** Errors and Omissions insurance coverage, also known as professional liability insurance, which provides protection for the Board's Officers and Executive Committee from claims of negligence or failing to perform duties, shall be purchased and maintained annually. Additionally, a Fidelity Insurance policy shall be purchased and maintained in force to protect the Board's assets from misappropriation. The Executive Committee shall determine the proper amounts of insurance coverage, the deductibles retained and the other relevant terms of the insurance policies as may be available to the Board.

**ARTICLE VI- Duties of Officers**

**Section 1. Duties of the President.** The President shall be the principal Officer of the Board and shall report to and be subject to the direction of the Executive Committee. The President shall be in general supervision and control of the business and affairs of the Board. No Member other

than the President or the President's official designee, or a designee authorized by a majority vote of the Executive Committee, may speak for or represent the official position of the Board at any time. In any and all matters requiring immediate action, the President shall have the authority to act on behalf of the Board and the Executive Committee, reporting on any and all such actions at the next appropriate meeting of the Executive Committee.

The duties of the President shall include, but not be limited to, the following:

- A. To preside at all meetings of the Board and the Executive Committee.
- B. To appoint the Chairs of all Board Committees, the Parliamentarian and the Sergeant at Arms (all such appointments must be approved by a majority of the Executive Committee to be effective).
- C. To be subject to the control vested in the Executive Committee by law, by the Articles of Incorporation, by this Constitution and by the Board's Bylaws, to administer and be responsible for the overall management of the business affairs of the Board.
- D. To promptly report to all members of the Executive Committee the receipt and content of any complaints, including allegations of misconduct by any Board member, of any grievances by Board members, and of any matters affecting the Board's business.
- E. To, along with the Commissioner, sign all contracts with the organizations for which the Board provides basketball officiating services. The President along with another Officer assigned by the Executive Committee shall sign all other contracts entered into by the Board.
- F. To be authorized and have authority to countersign any checks prepared by the Treasurer.
- G. To provide a Board status report regularly to the Executive Committee on at least a monthly basis.
- H. As necessary/required, along with the Treasurer prepare and forward correspondence to notify the banking organization utilized by the Board of any changes in authorized signatories for the Board's financial accounts necessitated by changes in the Officers of the Board. Signature cards for such banking organization shall include the signatures of the President, the First Vice President, the Second Vice President, and Secretary.
- I. Maintain and properly utilize one of the two (2) Board Business Credit Cards

In all of his/her duties the President shall be subject to the control vested in the Executive Committee by law, by the Articles of Incorporation, or by this Constitution and the Board's Bylaws. The President shall perform his/her duties in good faith, with the care of an ordinarily prudent person, and in a manner, that he or she believes to be in the best interest of the Board.

The President shall uphold this Constitution and the Board's Bylaws, the IAABO Constitution, and the provisions of the D.C. Code (for Nonprofit Corporations).

**Section 2. Duties of the First Vice President.** In the absence of the President or in the event of his/her refusal to act, then at the direction of the Executive Committee the First Vice President shall perform the duties of the President and, when so acting, shall have all the power of and be subject to all the restrictions upon the President.

The duties of the First Vice President shall include, but not be limited to, the following:

- A. The First Vice President shall be authorized and have authority to countersign any checks

prepared by the Treasurer.

- B. If assigned by the Executive Committee the First Vice President shall along with the President sign other contracts which the Board enters into.
- C. The First Vice President shall also perform such other duties as from time-to-time may be assigned to him/her by the President or the Executive Committee.
- D. The First Vice President shall be an advisor and non-voting member of the Nominations & Election, Constitution, and Finance Committees. The First Vice President will be the liaison for these groups and report on their work at every Executive Committee meeting.

In all of his/her duties the First Vice President shall be subject to the control vested in the Executive Committee by law, by the Articles of Incorporation, or by this Constitution and the Board's Bylaws. The First Vice President shall perform his/her duties in good faith, with the care of an ordinarily prudent person, and in a manner, that he or she believes to be in the best interests of the Board.

The First Vice President shall uphold this Constitution and the Board's Bylaws, the IAABO Constitution, and the provisions of the D.C. Code (for Nonprofit Corporations).

**Section 3. Duties of the Second Vice President.** In the absence of the First Vice President or in the event of the refusal to act of the First Vice President, then at the direction of the Executive Committee the Second Vice President shall perform the duties of the First Vice President and, when so acting, shall have all the power of and be subject to all the restrictions upon the First Vice President.

The duties of the Second Vice President shall include, but not be limited to, the following:

- A. The Second Vice President shall be authorized and have authority to countersign any checks prepared by the Treasurer.
- B. If assigned by the Executive Committee the Second Vice President shall along with the President sign other contracts which the Board enters into.
- C. The Second Vice President shall also perform such other duties as from time-to-time may be assigned to him/her by the President or Executive Committee.
- D. The Second Vice President shall be an advisor and non-voting member of the Judicial, Banquet, and Technology Committees. The Second Vice President will be the liaison for these groups and report on their work at every Executive Committee meeting.

In all of his/her duties the Second Vice President shall be subject to the control vested in the Executive Committee by law, by the Articles of Incorporation, or by this Constitution and the Board's Bylaws. The Second Vice President shall perform his/her duties in good faith, with the care of an ordinarily prudent person, and in a manner, that he or she believes to be in the best interests of the Board.

The Second Vice President shall uphold this Constitution and the Board's Bylaws, the IAABO Constitution, and the provisions of the D.C. Code (for Nonprofit Corporations).

**Section 4. Duties of the Treasurer.** The Treasurer shall be the principal financial officer of the Board.

The duties of the Treasurer shall include, but not be limited to, the following:

- A. If assigned by the Executive Committee the Treasurer shall along with the President, sign contracts which the Board enters into for items other than officiating services.
- B. Have charge and custody of and be responsible for all funds of the Board; prepare and organize all invoices and receipts; deposit all funds received by the Board for performing officiating services, training applicants to the Board, or for any other reason into accounts in the name of the Board in such banks, trust companies, or other depositories as shall be elected by the Executive Committee.
- C. Prepare for disbursement of all moneys pursuant to the direction of the Executive Committee. Although the Treasurer is solely responsible for preparing all checks he/she shall not be a signatory on any account.
- D. To prepare a report for every meeting to include a balance of funds and matching accounts payable with accounts receivable. A written report shall be provided to the membership at the first and last business meeting of the Board each year. The written report shall, at a minimum, provide an income statement showing income and expense on at least a cash basis of accounting.
- E. Shall be responsible for maintaining all record keeping and required submittals in accordance with Internal Revenue Service requirement, including but not limited to preparing and distributing Form 1099 to all applicable members and any required submissions to the IRS.
- F. Shall be the custodian of and be responsible for maintaining all financial records for a period going back seven (7) years, excluding the current year. These records should be maintained in digital form and be backed-up on a minimum of a monthly basis. The Treasurer shall maintain a copy of all contracts for officiating services for the purposes of correctly invoicing clients of the Board. The Commissioner shall provide a copy of all contracts to the Treasurer.
- G. Shall serve as an advisor and non-voting member of the Finance Committee.
- H. Keep such financial records that may be used for an internal or external review of the accounts to the Board that at a minimum meet accepted cash basis tax accounting principles.
- I. Present to the Executive Committee twice annually a financial review to include budgeted versus actual cash expenses, current account fund balance(s), and a record of unpaid invoices.
- J. As necessary/required, along with the President prepare and forward correspondence to notify the banking organization utilized by the Board of any changes in authorized signatories for the Board's financial accounts necessitated by changes in the Officers of the Board.
- K. The Treasurer shall also perform such other duties as from time-to-time may be assigned to him/her by the President or by the Executive Committee.
- L. The Treasurer shall be responsible to have the Board's financial accounts at least reviewed (if not audited) by an independent CPA licensed in either the District of Columbia or in Maryland at least once every two (2) years.
- M. Maintain and properly utilize one of the two (2) Board Business Credit Cards

In all of his/her duties the Treasurer shall be subject to the control vested in the Executive Committee by law, by the Articles of Incorporation, or by this Constitution and the Board's Bylaws. The Treasurer shall perform his/her duties in good faith, with the care of an ordinarily prudent person, and in a manner, that he/she believes to be in the best interests of the Board.

The Treasurer shall uphold this Constitution and the Board's Bylaws, the IAABO Constitution, and the provisions of the D.C. Code (Nonprofit Corporations).

**Section 5. Duties of the Secretary.** The Secretary shall be the principal administrative Officer of the Board.

The duties of the Secretary shall include, but not be limited to, the following:

- A. Serve as Custodian of the official records (except Financial) of the Board and be responsible for maintaining all necessary insurance, as well as copies of correspondence between the Board and individuals or organizations conducting business with the Board.
- B. Prepare and maintain the minutes of the Board meetings and the Executive Committee meetings. Distribute all minutes of the Executive Committee within Ten (10) days to the Executive Committee members and have minutes available for inspection by the Members within 10 days of any meeting of the Board. Minutes of any meeting will be deemed approved unless objected to by a Member of the Board within 30 days of any such meeting.
- C. See that all notices are duly given in accordance with the provisions of this Constitution, the Board's Bylaws and the IAABO Constitution and Bylaws, or as required by law.
- D. Provide each Member with all necessary publications including rulebooks.
- E. Serve as the primary contact for individuals seeking to apply for membership.
- F. Report to the Executive Committee, at any time on the number of applications requested, received, and processed through the various examination stages, and on the number in each membership category, to include retention rates. The Secretary shall supply such a report to the Executive Committee without request at least annually by March 31 of each year. The Secretary shall verify that all Members of the Board are listed by IAABO as members of IAABO. The Secretary shall be responsible for maintaining the list of all Members of the Board for all purposes such as voting (including the establishment of quorum), distribution of information to Members, and for any other purposes that are designated by the Executive Committee.
- G. The Secretary shall also perform such other duties as from time-to-time may be assigned to him/her by the President or Executive Committee.
- H. The Secretary shall maintain the original copy of all contracts for officiating services. The Commissioner shall promptly provide the original copy of all contracts for officiating services to the Secretary.
- I. If assigned by the Executive Committee the Secretary shall, along with the President, sign other contracts which the Board enters into.
- J. The Secretary shall be responsible to register all Members with IAABO, the State of Maryland or any other jurisdiction needed to satisfy the contracts to officiate that the Board has executed.
- K. The Secretary shall provide to the applicant classes the items that they need to complete their applicant training and shall collect the appropriate fee for such items. Promptly after receiving any such funds the Secretary shall provide such to the Treasurer so that the funds are deposited into the proper Board account.
- L. The Secretary shall provide a report to the members of the Board annually at or before the meeting of the Board immediately prior to the election of Officers that year of the attendance at the Executive Committee meetings of all members of the Executive Committee. Such report shall identify any then serving Executive Committee member who has attended less than 75% of the Executive Committee meetings and any other Committees on which each such Executive Committee member serves. Such report shall include the percentage of attendance at such meetings by any such Executive Committee

member who has attended less than 75% of such meetings.

- M. The Secretary shall be authorized and have authority to countersign any checks prepared by the Treasurer.

In all of his/her duties the Secretary shall be subject to the control vested in the Executive Committee by law, by the Articles of Incorporation, or by this Constitution and the Bylaws. The Secretary shall perform his/her duties in good faith, with the care of an ordinarily prudent person, and in a manner, that he or she believes to be in the best interests of the Board.

The Secretary shall uphold this Constitution and Board's Bylaws, the IAABO Constitution, and the provisions of the D.C. Code (for Nonprofit Corporations).

**Section 6. Duties of the Interpreter.** The Interpreter shall be the official spokesperson for the Board on matters involving rules interpretation, mechanics, training and evaluation.

The duties of the Interpreter shall include, but not be limited to the following:

- A. Work with both the IAABO Coordinator of Interpreters and the Maryland State Interpreter in proper application of the rules and mechanics.
- B. Attend the Spring and Fall IAABO International Meetings and provide a written report to the Executive Committee summarizing the results of each meeting.
- C. Conduct rules interpretations sessions at general membership meetings for the purpose of assuring uniformity in interpretation of rules, mechanics and techniques of good officiating.
- D. Conduct preseason clinics with all coaches from schools which we service to discuss rule changes, points of emphasis and rules interpretations.
- E. Coordinate the Annual Board 12 Phil Fox Fall Clinic and the Maryland State Interpreter's Clinic.
- F. Teach applicant training classes and conduct written and floor examinations.
- G. Evaluation of the Membership to determine the training needs of the Board.
- H. Coordinate with the Secretary to assure all required membership forms are completed and submitted to the IAABO Office.
- I. Administer all required tests and examinations to the applicant class
- J. Submit an annual report to the Executive Committee and general membership at the last meeting before the start of the summer season describing the results of the applicant training class(es); overall average of the general membership scores on the IAABO exams; any significant item that occurred during the season with respect to rules and/or mechanics; and a general summary of the season from the Interpreter's perspective.
- K. If assigned by the Executive Committee the Interpreter shall along with the President sign other contracts which the Board enters into for items other than officiating services.
- L. The Interpreter shall be an advisor and non-voting member of the Mentor Committee. The Interpreter will be the liaison for this group and report on its work at every Executive Committee meeting.
- M. Conduct and/or coordinate the annual test for the MPSSAA and provide individual test results to the Secretary and the Commissioner.

In all of his/her duties the Interpreter shall be subject to the control vested in the Executive



Committee by law, by the Articles of Incorporation, or by this Constitution and the Board's Bylaws. The Interpreter shall perform his/her duties in good faith, with the care of an ordinarily prudent person, and in a manner, that he or she believes to be in the best interests of the Board.

The Interpreter shall uphold this Constitution and the Board's Bylaws, the IAABO Constitution, and the provisions of the D.C. Code (for Nonprofit Corporations).

**Section 7. Duties of the Commissioner** – The Commissioner shall perform his/her duties in good faith, with the care of an ordinarily prudent person, and in a manner, that he or she believes to be in the best interest of the Board. The duties of the Commissioner shall include, but not be limited to, the following:

- A. Solicit and with the assistance of the President or another Executive Committee member designated by the Executive Committee, negotiate contracts from basketball organizations for officiating services from Members of the Board. The Commissioner shall receive schedules directly from the organizations, and assign officials for their contests. The Commissioner and President must sign all contracts.
- B. Maintain a service record of each Member, embracing individual qualifications, past and current record of each Member as an official. Each service record shall be shown to the individual Member concerned upon request of the Member. The records shall also be made available to the Executive Committee in the case of any pending disciplinary or legal action. Each Member shall cooperate with the Commissioner in this regard.
- C. Maintain a listing of all games scheduled with the Members assigned to each game. This listing shall be open for inspection by the Executive Committee as it so desires including for the purposes of any possible discipline or in the event of actual or threatened legal action.
- D. Submit a complete written report annually and at each Executive Committee meeting detailing the issues that affect the Board. The Commissioner shall give an oral report at each business meeting of the Board.
- E. Keep all the business correspondence of the office of the Commissioner on file for inspection by the Executive Committee upon order of the President.
- F. Subject to the Due Process rights provided to all Members of the Board as provided in this Constitution, the Commissioner shall have the power to revoke or modify an Active Member's schedule should said Member not be available for all levels of competition that the Member is qualified to work.
- G. Appointment of Assistant Commissioner(s). The Assistant Commissioner(s) shall be responsible directly to the Commissioner and are also bound to use only the authority delegated by the Commissioner. The Assistant Commissioner(s) shall be compensated as determined by the Commissioner from the approved compensation provided to the Commissioner's Office for assigning Members officiating opportunities. The Assistant Commissioner shall perform his/her duties in good faith, with the care of an ordinarily prudent person, and in a manner, that he or she believes to be in the best interest of the Board.
- H. Establish and maintain the physical place of business of his/her office at own expense.
- I. The Commissioner shall maintain a copy of all contracts for officiating services that the Board enters into for a period of at least seven (7) years and shall supply the original copy of

all such officiating service contracts to the Secretary and shall supply an additional copy of all such officiating service contracts to the Treasurer.

- J. If approved by the Executive Committee, the Commissioner shall be responsible for planning and conducting the Board 12 Officials Camp.
- K The Commissioner shall have the authority to impose fines for excessive declines of assignments and/or repetitive late turn-backs of assignments.

In all of his/her duties the Commissioner shall be subject to the control vested in the Executive Committee by law, by the Articles of Incorporation, or by this Constitution and the Board's Bylaws. The Commissioner shall perform his/her duties in good faith, with the care of an ordinarily prudent person, and in a manner, that he or she believes to be in the best interests of the Board.

The Commissioner shall uphold this Constitution and the Board's Bylaws, the IAABO Constitution, and the provisions of the D.C. Code (Nonprofit Corporations).

**Section 8. Officer Transition.** All elected Officers of this Board are to deliver to their newly elected successor all applicable records of the Board that relate to their office in a timely, businesslike, and efficient manner. The delivery of records should be completed within fourteen (14) days of taking office.

**Section 9. Compensation.** Only those Officers who were elected with a stated amount of compensation shall receive compensation for their service as an Officer. At the adoption of this Constitution only the Commissioner, Treasurer, Secretary, and Interpreter shall receive compensation. Any person holding a compensated office at the time of the adoption of this Constitution shall not have the amount of their compensation reduced if such person is re-elected to a compensated Office at the next election for such Compensated Office and any subsequent elections for that Compensated Office constituting continuous service in that Compensated Office. This provision is effective immediately after the adoption of this Constitution even if it is a different Compensated Office. Any such Compensated Officer shall not have their compensation reduced provided that he/she thereafter continues to be re-elected to such Compensated Office each time the current term for that Compensated Office ends. The other Officers and Executive Committee members shall not receive any compensation for their services. However, a non-compensated member of the Executive Committee may be reimbursed for reasonable and necessary expenses incurred in discharging his/her duties as an Executive Committee member and in furtherance of the purposes of this Board. Nothing herein contained shall be construed to preclude any Member of the Board from providing services to the Board in any other capacity and receiving compensation therefore provided that any such Member abstains from any vote to approve such compensation.

- A. All duties of the Compensated Officer positions shall be covered by their individual compensation with the exception of normal business expenses, which normal business expenses must be submitted to the Executive Committee for approval.
- B. The Finance Committee shall annually (by February 15 of each year) make recommendations to the Executive Committee on the appropriate compensation for the Officers that shall be compensated. The recommendations for compensation for any Officer that will be compensated will be approved or revised and adopted by the Executive Committee by March 15 of each year, and will be included as line items in the annual budget and must be

presented to the entire membership by April 15 of each year, prior to the election of any such Compensated Officers.

- C. The Executive Committee, upon the recommendation of the Finance Committee may propose to the membership of the Board that additional Officers be compensated but only for subsequent terms of office and such compensation shall only be paid after the approval of such payment amounts by the membership of the Board.
- D. No compensation of any Officer may be reduced while such Officer is serving a current term of office.

#### **ARTICLE VII- Executive Committee**

**Section 1. Members of the Executive Committee.** The Executive Committee shall be the currently elected Officers; the immediate Past President; five (5) Members-at-Large, and the Parliamentarian (non-voting).

#### **Section 2. Executive Committee Members-at-Large.**

- A. Each Executive Committee Member-at-Large will serve a two-year term.
- B. Three Executive Committee Member-at-Large positions will be voted on in the even numbered years.
- C. Two Executive Committee Members-at-Large positions will be voted on in the odd numbered years.
- D. There shall be no limit to the number of terms that can be served for an Executive Committee Member-at-Large.

**Section 3. Duties of the Executive Committee.** All corporate powers of the Board shall be exercised by or under the authority of the Executive Committee and the affairs of the Board shall be managed under the direction of the Executive Committee. All Executive Committee members must uphold this Constitution and Bylaws, the IAABO Constitution, and the provisions of the D.C. Code (for Nonprofit Corporations).

The duties and responsibilities of the Executive Committee shall include, but not be limited to, the following:

- A. Approve the budget by a two-thirds (2/3) affirmative vote of those Executive Committee members present and eligible to vote.
- B. By majority vote approve payment of expenditures made by members of the Executive Committee necessary to conducting the business of the Board.
- C. By majority vote approve or ratify all business expenditures not contained within the Budget.
- D. Examine the records of the office of any Officer upon receiving a written complaint from any Member. If the Executive Committee finds that the records are not in order, then the Executive Committee shall report the case to the Board for action with its recommendation of the action the Board should adopt. The Board shall discuss and vote on any such recommendation pursuant to Robert's Rules of Order. Any vote take shall be passed by a simple majority of those voting at any duly called meeting provided that a Quorum is present.
- E. Any Executive Committee member found to have failed to perform the duties of his/her office may be subject to suspension by a two-thirds (2/3) vote of the Executive Committee members present and eligible to vote. In the event of any such suspension the Executive Committee shall recommend to the Board the action to be taken against any such Executive Committee member and at the next meeting of the Board a vote shall be taken. At such

meeting duly called which shall include a notice of such purpose to the Members, by majority vote the Board shall determine to either uphold or reject the action of the Executive Committee against the Executive Committee member. If the membership of the Board rejects the recommendation of the Executive Committee against the Executive Committee member, the suspension of such Executive Committee member shall be immediately removed. The action of the membership of the Board in such regard shall be final and the Executive Committee shall not have the power to impose any restriction or suspension on such Executive Committee member for the same or substantially the same actions he/she had undertaken during the remaining term of office of such Executive Committee member.

- F. Investigate complaints received by the President which are not part of formal legal or governmental investigative or regulatory process and recommend appropriate action. In the event of any formal legal proceedings or governmental investigative or regulatory process the Executive Committee shall hire appropriate legal counsel to represent the Board.
- G. Shall not be eligible for assignment by the Commissioner(s) during sessions of the Executive Committee.
- H. Executive Committee members shall have their attendance at Executive Committee meetings and any committees thereof on which they serve reported to the Members as provided in the duties of the Secretary of the Board in this Constitution.
- I. Annually shall determine and approve the appropriate level of financial review of the Board's financial records in conformance with Article IX Section 4 of this Constitution.
- J. The Executive Committee on an annual basis shall take a vote to determine if the Board will conduct a Board 12 Officials Camp for the purpose of training and educating the Board Members. If approved the Commissioner shall be responsible for planning and conducting the camp. The Board 12 Officials Camp shall only be open to Board Members and shall always be free to any Board Member in good standing.
- K. The Executive Committee shall have the power to approve or reject the appointment of all Committee Chairs (who shall be appointed by the President) and all Committee members (who shall be appointed by the respective Committee Chairs) of all Board Standing or Special Committees.

**Section 4. Parliamentarian.** The Parliamentarian shall be appointed by the President and approved by a majority vote of the Executive Committee. The Parliamentarian shall be a non-voting member of the Executive Committee and shall provide interpretations of the Constitution and By-Laws and of parliamentary rules and procedures.

**Section 5. Sergeant at Arms.** The Sergeant at Arms shall be appointed by the President and approved by a majority vote of the Executive Committee. The Sergeant at Arms is responsible for maintaining internal order and decorum at the Board meetings and has authority to remove any Member but only for failure to maintain order and decorum.

**Section 6. Quorum.** A quorum of the Executive Committee shall consist of a majority of the total Executive Committee members eligible to vote; and must also include at least a majority of the elected Officers.

#### **ARTICLE VIII- Committees and Delegates**

**Section 1. Committees.** The Chairs of the Committees shall be appointed by the President and approved by the Executive Committee. The composition of each standing or special committee shall be confirmed by the Executive Committee after the recommendation for Committee membership has been submitted to the Executive Committee by the Committee Chair. The purpose of each Standing Committee or Special Committee shall be to carry out such functions and responsibility as are assigned to it by this Constitution, the Board's By-Laws or the Executive Committee.

**Section 2. List of Standing Committees.** The standing committees the Board shall be:

- A. Nomination and Elections
- B. Technology
- C. Judicial
- D. Finance
- E. Constitution
- F. Banquet
- G. Mentor

**Section 3. Limits on Authority of Committees.** A committee may not do any of the following:

- A. Authorize the payment of expenses that have not been authorized by the Executive Committee or by the committee's budget.
- B. Elect, appoint or remove members, or fill vacancies on any committees.
- C. Adopt, amend, or repeal the Constitution or Bylaws.
- D. Submit to the Members of the Board any report without first submitting any such report to the Executive Committee.

**Section 4. Term of Committee Membership.** Committee members of each Standing Committee or special Committee shall serve a period of one year and may be reappointed to such Committee for successive terms of office following the process detailed in Article VIII Section 1. Each Committee member shall continue as such until his/her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

**Section 5. Rules.** Each Standing Committee or Special Committee may adopt rules for its own governance not inconsistent with this Constitution or the Board's Bylaws or with rules adopted by the Executive Committee. The provisions of the DC Code (Nonprofit Corporations) are applicable to any contemplated action by the members of any such Standing or Special Committee.

**Section 6. IAABO Meeting Delegates.**

- A. The Executive Committee annually shall appoint two Members to serve as Delegates to any applicable IAABO meeting.
- B. Fall meetings are mainly focused on training and interpretations.
- C. Spring meetings are mainly to conduct elections, business, and committee reports.
- D. The reasonable and ordinary expenses of the Board's representatives who attend the IAABO meetings shall be reimbursed by the Treasurer on behalf of the Board, subject to the approval of the Executive Committee.

**ARTICLE IX- Rules of Procedure**

**Section 1. Procedures.** Robert's Rules of Order shall be used as the parliamentary guide.

**Section 2. Quorum.** Quorums for the transaction of any business (including the election of Officers) shall be thirty (30%) percent of all Members in good standing.

**Section 3. Meetings.** The Board shall conduct a minimum of six (6) meetings during the season. At least five (5) of these meetings shall include rules study and officiating procedures.

**Section 4. Financial Review.** The Board shall have its financial accounts at least reviewed (if not audited) by an independent CPA licensed in either the District of Columbia or in Maryland at least once every two (2) years.

**Section 5. Fiscal Year/ Membership Year.** The fiscal year shall be from January 1 through December 31. The membership year shall be defined to be from September 1, through August 31 of the succeeding year.

**Section 6. Governing Authority.** The Board shall be subject to the jurisdiction and authority of IAABO. Where provisions of the Board's Constitution and Bylaws shall be in conflict with the Constitution of IAABO, or the IAABO By-Laws, the IAABO Constitution or By-Laws shall control.

**Section 7. Dissolution.** In the event of dissolution of the Board, all assets of the Board shall be dedicated to IAABO Charitable and Educational Foundation, Inc.

**Section 8. Due Process.** Any Member who has been threatened with or who has had any adverse action taken against them by any Officer of the Board, or any Committee which impacts the assignment of officiating opportunities provided to them through the Board, the holding of an Office in the Board, the status of their membership in the Board or any other official adverse action shall have the right to appeal to the Judicial Committee any such action at the time such adverse action has been initially threatened against them up to sixty (60) days after such adverse action has been implemented against them.

In the event that any such adverse action is upheld by the Judicial Committee the Member who has had the adverse action taken against them shall have the right to appeal the determination of the Judicial Committee to the full Executive Committee or to the Board as a whole if the appeal is against an action of the Executive Committee provided such appeal is made within thirty (30) days of the final action of the Judicial Committee. The determination of the Executive Committee or the Board as a whole in the event that the action was taken by the Executive Committee, shall be final and not appealable.

Notice of appeal shall be provided by the Member to the Secretary within the prescribed time frame in writing (email is an acceptable writing). In the event that the Secretary is the aggrieved Member, notice shall be provided to the President.

Any adverse action against a Member shall be held in abeyance during the pendency of any such appeal.

**ARTICLE X- Amendments**

This Constitution may be amended by a two-thirds (2/3) majority vote of the Members in good standing present (in person, by proxy or voting by another approved method) at a legally constituted Board meeting, provided that all proposed amendments have been submitted in written or electronic form (including e-mail) to the Secretary who shall immediately present any such proposed amendments to the membership in written or electronic form (including e-mail) at least ten (10) days in advance of the impending vote on said amendments.

**BYLAWS OF THE DISTRICT OF CLOUMBIA APPROVED BASKETBALL OFFICIALS ASSOCIATION  
ADOPTED BY THE BOARD 8 May 2019**

**ARTICLE I – Name and Affiliation**

These By-Laws shall be for the governance of the organization (herein after referred to as the “Board”) known as the District of Columbia Approved Basketball Officials Association which is an affiliated member (“Board No. 12”) of the International Association of Approved Basketball Officials (“IAABO”). In all respects these By-Laws shall be governed by the Constitution of the Board. These By-Laws provide the operating framework and rules to implement the provisions of the Constitution of the Board.

**ARTICLE II – Purpose**

The purpose of these By-Laws shall be to support and implement the purposes of the Constitution of the Board.

**ARTICLE III – Territory**

The Territory of the Board shall be as defined in the Constitution and as may be adjusted from time to time according to the governing rules of IAABO. With the consent of IAABO and with the affirmation of the Members of the Board, the Executive Committee may adjust the Territory of the Board.

**ARTICLE IV – Membership**

**Section 1. Board Membership.** This Board shall be composed of all duly qualified and regularly approved Members currently in good standing with the Board, and IAABO as prescribed in the Constitution, these Bylaws and the IAABO Constitution and Bylaws. The Executive Committee may make reasonable determinations as to when applicants for admission to membership in the Board have completed all requirements prior to submitting their names to IAABO for membership. In no regard shall the requirements for membership in the Board conflict with the requirements for membership in IAABO. Members of the Board shall represent the Board in a professional manner and in such a way as not to demean or disparage the Board or its Members.

**Section 2. Classes of Members.** The classes of members of the Board shall be as determined from time to time by IAABO. If such classes of membership should be changed by IAABO without instruction from IAABO on the impact to existing members then the Executive Committee shall adopt reasonable rules for transition of existing Members to the new IAABO membership classes, which transition rules shall not conflict with any IAABO rules. The current classes of members are: Active/Officiating (“AO”), Active/Non-officiating (“AN”), Dual (“DM”), Board Life (“BL”), Board Honorary (“BH”), IAABO Transfer

(“IT”), and Non-IAABO Transfer (“NIT”). Consistent with the Constitution and By-Laws of IAABO the Executive Committee shall determine the membership class of each Member or applicant for membership in the Board. Any IAABO Life Member is automatically a BL Member if a Member of the Board.



**Section 3. Qualifications for Membership.** Any person who meets the requirements set forth by IAABO, by these Bylaws and by the rules adopted by the Executive Committee is eligible for membership in the

Board. Any person of good character as determined by the rules reasonably adopted by the Executive

Committee, who the age of 18 years or older is eligible to file an application for membership. The Executive Committee of the Board shall not adopt any rule for membership that conflicts with the requirements for membership in IAABO as established by IAABO.

**Section 4. Admission to Membership.**

**Section 4.1.** The Executive Committee may adopt reasonable rules to determine that a person seeking membership in the Board has satisfied the following requirements:

1. Proof of Age.
2. Satisfactory record of Character – which may include an acceptable third party background check.
3. Passing the IAABO Written Examination at the level and through the process determined by IAABO.
4. Passing any annual required State or District examination if the Member desires to continue as an AO Member.
5. Passing the IAABO Practical Floor Test – as determined by the reasonable rules adopted by the Executive Committee of the Board with the results of such Floor Test certified in writing by the Board’s Interpreter to the Board’s Secretary.
6. Attend the required number of meetings as determined by the Executive Committee of the Board.
7. Pay the required dues as established by the Executive Committee of the Board.
8. Be registered with IAABO on or before the next ensuing 15th day of May as an active officiating member of IAABO.

**Section 4.2** An experienced official who has had at least three (3) years’ experience officiating basketball at the sub-varsity high school, varsity high school or college level and has been certified by a duly qualified association, may be admitted as an AO Member after appropriate review of his/her qualifications under procedures deemed reasonable by the Executive Committee of the Board.

**ARTICLE V – Officers and Executive Committee**

**Section 1. Officers of the Board**

**Section 1.1.** The established Officers of the Board shall be:

1. President
2. First Vice President
3. Second Vice President
4. Treasurer
5. Secretary
6. Commissioner

7. Interpreter
8. Parliamentarian (Non-Voting)

**Section 1.2.** Except for the Parliamentarian, who shall be appointed by the President and be approved by the Executive Committee, all such Officers shall be elected by the Members of the Board using an approved voting method.

**Section 1.3.** All of the elected Officers and the five (5) Members-at-Large who are elected by the Members of the Board shall compose the Executive Committee of the Board. The Parliamentarian shall attend the Executive Committee to perform the duties of that office but shall not have a vote on the Executive Committee. The President may appoint, with the approval of the Executive Committee a Sergeant at Arms, who shall attend all general meetings (Business and/or Interpretation) of the Board to perform the duties of that office which are to keep order at such meetings. The Sergeant at Arms, may at the request of the President, attend the Executive Committee meetings but he/she is not a member of the Executive Committee and as such does not have a vote as an Executive Committee member.

**Section 2. Terms of Office and Dates of Election.** The terms of all elected Officers shall be two (2) years. The President, First Vice President, Second Vice President, and Secretary shall be elected in the oddnumbered years and the Commissioner, Interpreter, and Treasurer shall be elected in the evennumbered years. The voting for the Officers to be selected in the method established by the Executive Committee and announced by an approved method to the Members each year in January and shall be completed no later than May 31 of each year. The newly elected Officers and Executive Committee members shall assume their duties on June 1 in the year elected. Three (3) Executive Committee Member-at-Large positions will be voted on in the even numbered years and two (2) Executive Committee Members-at-Large positions will be voted on in the odd numbered years.

**Section 3. Office Vacancy/Appointment/Removal/Resignation.**

**Section 3.1.** Any vacancy (a suspension of an Executive Committee member that is waiting on a vote of removal by the Members of the Board is not a vacancy until any such Executive Committee member has been removed by the Members pursuant to a properly called vote) on the Executive Committee that exists shall be filled for the remaining term of office of such position by the President. The President may select any member of the Board (in good standing and of any class) and such appointment must be confirmed by a majority vote of the Executive Committee at any duly called Executive Committee meeting providing that a quorum (greater than 50% of the Executive Committee) is present.

**Section 3.2.** All or any member of the Executive Committee may be removed, with or without cause, by the majority vote of the members of the Board at a meeting of the Board called expressly for that purpose. Voting at such meeting shall be done by any approved voting method. At least thirty (30) days' notice of any such meeting shall be provided to the Members of the Board. Any such meeting shall require a quorum (30% of the Board membership) to be present in person, by proxy or voting by any approved voting method. In the event that at any such meeting

it is proposed that the President be removed from his/her office then the First Vice President shall conduct such meeting unless he/she is also subject to removal at such meeting in which case the next most senior Officer (in the order listed in Article V Section 1 of these By-Laws) shall conduct the meeting. In the event that the meeting of the Board is to consider the removal of all of the members of the Executive Committee then at such meeting an election shall also be held for the office of President if the then existing President is removed from office. At least fifteen (15) days in advance of any such meeting which has been called for the Members to consider the removal of the entire Executive Committee, any Member in good standing may notify the Secretary that he/she will seek the office of President if the President is removed. The final notice for any meeting of the Board which seeks to remove all of the Executive Committee Officers shall be provided ten (10) days in advance of such meeting and such notice shall also list the names of all those who seek to be elected President in the event that the President is removed from Office.

**Section 3.3.** If the entire Executive Committee is removed from office at a meeting of the Members of the Board the newly elected President must call for and have an election of the remaining members of the Executive Committee within thirty (30) days of the meeting of the Board that removed the entire Executive Committee. Any person seeking an Executive Committee office at the subsequent meeting shall give the President at least fifteen (15) days' notice of the Executive Committee Office they are seeking and the President shall provide a list of all persons seeking Executive Committee Office to the Members of the Board ten (10) days in advance of such meeting of the Board.

**Section 3.4.** Any Executive Committee member may resign at any time by giving written notice to the President or the Secretary of the Board. Except as otherwise provided by law, any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation of an Executive Committee member is tendered to take effect at a future time, a successor may be appointed (as provided in Article V, Section 3 A of the Constitution of the Board) to take office when the resignation becomes effective.

**Section 4. Eligibility of Officers/Board Voting.** All Members of the Board in good standing (as defined by the rules of the Board) shall be eligible for election as Officers. All Members of the Board, in good standing, are entitled to one (1) vote. The Executive Committee may provide for multiple methods of voting for an action or election which is to come before the Members of the Board including but not limited in person secret ballot, verified proxy voting, internet or other verified electronic voting or any other reliable method. Any method which is approved by the Executive Committee for voting must be available to all Members of the Board on an equal basis. If there are more votes cast than the quorum requirements at any election then the quorum requirement shall be deemed to have been satisfied. **Section 5. Errors and Omissions Insurance and Fidelity Insurance.** The Executive Committee of the Board shall obtain professional liability insurance and fidelity insurance to protect the Board, its assets and the members of the Executive Committee in the amounts and from the insurance companies that the Executive Committee deems reasonable.

**ARTICLE VI – Duties of Officers.**

**Section 1. President.** The duties of the Office of President shall be those provided for in the Constitution of the Board. In addition to the duties established by the Constitution the President may accept other duties and responsibilities that are not otherwise assigned by the Constitution to another Officer or Committee if he/she is requested to do so by the Executive Committee. The President may also refuse to accept duties not specifically assigned to him/her by the Constitution even if offered by a vote of the Executive Committee. A Member of the Board must be in good standing to be elected President and must continue to remain in good standing during his/her term in office.

**Section 2. First Vice President.** The duties of the Office of First Vice President shall be those provided for in the Constitution of the Board. In addition to the duties established by the Constitution the First Vice President may accept other duties and responsibilities that are not otherwise assigned by the Constitution to another Officer or Committee if he/she is requested to do so by the Executive Committee. The First Vice President may also refuse to accept duties not specifically assigned to him/her by the Constitution even if offered by a vote of the Executive Committee. A Member of the Board must be in good standing to be elected First Vice President and must continue to remain in good standing during his/her term in office.

**Section 3. Second Vice President.** The duties of the Office of Second Vice President shall be those provided for in the Constitution of the Board. In addition to the duties established by the Constitution the Second Vice President may accept other duties and responsibilities that are not otherwise assigned by the Constitution to another Officer or Committee if he/she is requested to do so by the Executive Committee. The Second Vice President may also refuse to accept duties not specifically assigned to him/her by the Constitution even if offered by a vote of the Executive Committee. A Member of the Board must be in good standing to be elected Second Vice President and must continue to remain in good standing during his/her term in office.

**Section 4. Treasurer.** The duties of the Office of Treasurer shall be those provided for in the Constitution of the Board. In addition to the duties established by the Constitution the Treasurer may accept other duties and responsibilities that are not otherwise assigned by the Constitution to another Officer or Committee if he/she is requested to do so by the Executive Committee. The Treasurer may be authorized by the Executive Committee to disburse funds to a Member in hardship once during the normal officiating season. The Treasurer may also refuse to accept duties not specifically assigned to him/her by the Constitution even if offered by a vote of the Executive Committee. A Member of the Board must be in good standing to be elected Treasurer and must continue to remain in good standing during his/her term in office.

**Section 5. Secretary.** The duties of the Office of Secretary shall be those provided for in the Constitution of the Board. In addition to the duties established by the Constitution the Secretary

may accept other duties and responsibilities that are not otherwise assigned by the Constitution to another Officer or Committee if he/she is requested to do so by the Executive Committee. The Secretary may also refuse to accept duties not specifically assigned to him/her by the Constitution even if offered by a vote of the Executive Committee. A Member of the Board must be in good standing to be elected Secretary and must continue to remain in good standing during his/her term in office.

**Section 6. Interpreter.** The duties of the Office of Interpreter shall be those provided for in the Constitution of the Board. In addition to the duties established by the Constitution the Interpreter may accept other duties and responsibilities that are not otherwise assigned by the Constitution to another Officer or Committee if he/she is requested to do so by the Executive Committee. The Interpreter may also refuse to accept duties not specifically assigned to him/her by the Constitution even if offered by a vote of the Executive Committee. A Member of the Board must be in good standing to be elected Interpreter and must continue to remain in good standing during his/her term in office. **Section 7. Commissioner.** The duties of the Office of Commissioner shall be those provided for in the Constitution of the Board. In addition to the duties established by the Constitution the Commissioner may accept other duties and responsibilities that are not otherwise assigned by the Constitution to another Officer or Committee if he/she is requested to do so by the Executive Committee. The Commissioner may also refuse to accept duties not specifically assigned to him/her by the Constitution even if offered by a vote of the Executive Committee. A Member of the Board must be in good standing to be elected Commissioner and must continue to remain in good standing during his/her term in office. **Section 8. Officer Transition.** All Officers of the Board are to deliver to their newly elected or selected successor all applicable records of the Board that relate to their office in a timely, businesslike, and efficient manner. The delivery of records should be completed within 14-days of taking office. Additionally, the Executive Committee may establish other reasonable transition procedures which are designed to efficiently allow the new Officer to function.

**Section 9. Compensation.**

**Section 9.1.** The Executive Committee shall determine the amount of compensation or the formula for compensation for each compensated Officer. At least the following Officers will be compensated:

Treasurer, Secretary, Interpreter and Commissioner.

**Section 9.2.** The Executive Committee may determine that additional Offices should be compensated but any such decision shall only be effective for a subsequent regular term of office and no incumbent Officer who was elected (or appointed to fill a vacancy for someone who was elected) to an office that did not have a stated compensation amount or method shall be compensated during such term of office.

**Section 9.3.** The Executive Committee approved compensation for all Officers shall be disclosed to the Board Members not later than April 15 of each year and at least ten (10) days prior to any election of Officers. The compensation method or amount shall not be reduced or increased

during from the method or amount disclosed to the Members of the Board prior to the election of any compensated Officer during that term of office.

**Section 9.4** With the approval of the Executive Committee and without participating in an such approving vote, a member of the Executive Committee may be compensated for services (other than the duties of his/her office) provided to the Board on an arm's length basis.

**Section 9.5.** Any person holding a compensated office at the time of the adoption of these By-Laws or the related Constitution shall not have the amount or method of their compensation reduced if such person is re-elected to a compensated Office immediately after the adoption of these By-Laws and the related Constitution. Additionally, the compensation method or amount of any such person shall not be reduced as long as such person is continually re-elected to a compensated position.

#### **ARTICLE VII- Executive Committee**

**Section 1. Members of the Executive Committee.** The Executive Committee shall be the currently elected or appointed Officers; the immediate Past President; five (5) Members-at-Large, and the Parliamentarian (non-voting).

**Section 2. Executive Committee Members-at-Large.** The five (5) Members-at-Large are each elected for a two (2) year term with three (3) such persons elected in even numbered years and two (2) such persons elected in odd numbered years. The Members-at-Large may be re-elected without term limits. A Member of the Board must be in good standing to be elected as a Member-at-Large and must continue to remain in good standing during his/her term in office.

#### **Section 3. Duties of the Executive Committee.**

**Section 3.1.** The Executive Committee of the Board shall perform all of the duties outlined in Article VII Section 3 of the Board's Constitution. Additionally, given that the Executive Committee has the corporate powers of the Board it shall also address any item not specifically covered by the Board's Constitution, By-Laws or Rules. In doing so the Executive Committee shall act in accordance with the requirements of the IAABO Constitution and By-Laws as well as in the spirit and intent of the Board's Constitution and By-Laws.

**Section 3.1.1**The Executive Committee shall approve the budget by an affirmative vote of two-thirds (2/3) vote of those Executive Committee members present and voting.

**Section 3.1.2** Any expense in excess of the approved budget line items must be reviewed and approved by a two-thirds (2/3) vote of those members of the Executive Committee present and voting before such items will be paid.

**Section 3.1.3.** The Executive Committee by a two-thirds (2/3) vote of those members present and voting may authorize reprogramming of the moneys within the approved budget provided that the total budget is not exceeded.

**Section 3.1.4.** The Executive Committee by a two-third (2/3) vote of those members present and voting shall have the authority to exceed the approved total operating budget by no

more the five (5%) percent provided that sufficient moneys are available to pay for any such increased expense.

**Section 3.1.5.** No cash advance may be made to any member of the Board without a two-third (2/3) vote of approval by the Executive Committee present and voting. No Member shall be paid in advance for games not yet worked. The Executive Committee by at two-third (2/3) vote of those Executive Committee Members present and voting may authorize a one-time payment for games already worked to a Member(s) based on hardship provided sufficient funds are available.

**Section 3.1.6.** All checks must contain two (2) authorized signatures.

**Section 3.1.7.** Any and all statements, bills, invoices and receipts must be presented to the applicable Committee Chair (if a Committee expense) and to the President for approval before a check is issued for payment. The Treasurer shall indicate in writing whether this expense is within the appropriate budgetary constraints before submitting to the President for approval. Should the President not be available, then the First Vice President shall have the authority to approve the expense. In the event the President and First Vice President are not available then the Second Vice President shall have the authority to approve the expense. If the First or Second Vice President approves an expense, the Treasurer shall notify the President in writing of said approval within seven (7) days.

**Section 3.1.8.** Members shall pay dues in advance for the succeeding year, plus any fines and assessments on or before June 30. If not paid by that time, the individual's membership shall be forfeited. Upon payment of the amount in arrears plus and initiation fee, membership status may be reinstated. All Member expenses and fees may be paid by withholding the applicable amounts from officiating fees due them from the Board.

**Section 3.1.9.** Observers of an applicant shall be paid the officiating fee that would normally have been paid to the applicant.

**Section 3.1.10** The Executive Committee shall select a date for the annual elections to be conducted in the Spring of each year.

**Section 3.2.** Any Executive Committee members suspended pursuant to Article VII, Section 3. E. of the Board's Constitution shall continue to hold office during the period of suspension but shall not be authorized to function in his/her office or vote in any matters considered by the Executive Committee. He/she will continue to be allowed to attend all Executive Committee meetings but his/her attendance at any Executive Committee meeting during a period of suspension shall not count toward the quorum requirements of the Executive Committee. If the suspension and recommended action against the Executive Committee member is not sustained by the vote of the Members of the Board the suspension of such Executive Committee member shall be immediately removed. If a compensated position all compensation due such Executive Committee member shall be immediately paid as if he/she had continued to function throughout the period of suspension. The action of the membership of the Board in regarding such suspension shall be

final and the Executive Committee shall not have the power to impose any restriction or suspension on such Executive Committee member for the same or substantially the same actions he/she had undertaken during the remaining term of office of such Executive Committee member.

**Section 4. Parliamentarian.** The Parliamentarian shall be a non- voting member of the Executive Committee and shall provide interpretations of the Constitution and By-Laws and of parliamentary rules and procedures as required at all meetings of the Executive Committee and meetings of the Board. **Section 5. Sergeant at Arms.** The Sergeant at Arms shall attend all meetings of the Board and the meetings of the Executive Committee, if requested by the President. The Sergeant at Arms is responsible for maintaining internal order and decorum at the Board meetings and has authority to remove any Member from any meeting but only for failure to maintain order and decorum as determined by the President or the Officer conducting such meeting.

**Section 6. Quorum.** A quorum of the Executive Committee shall consist of a majority of the total Executive Committee members eligible to vote; and must also include at least a majority of the elected Officers.

#### **ARTICLE VIII- Committees and Delegates**

##### **Section 1. Standing Committees Duties/Chairs.**

**Section 1.1** The list of Standing Committees of the Board shall be: Nomination and Elections, Technology, Judicial, Finance, Constitution, Banquet and Mentor.

**Section 1.1.1.** The Nominating and Elections Committee (“N&E Committee”) shall consist of five (5) Members of the Board. The Chair of the N&E Committee shall be appointed by the President and confirmed by the Executive Committee in accordance with the Constitution. The confirmed N&E Committee Chair shall appoint the remaining N&E Committee members who shall be confirmed by the Executive Committee prior to official service as a N&E Committee member. All N&E Committee members must have been Members in good standing of the Board for at least five (5) years.

**Section 1.1.1.1** An ‘absentee ballot’ may be submitted by a Member no later than the day prior to the election date to the Chair of the N&E Committee. An ‘absentee ballot’ submitted in writing must be in a sealed envelope with the Member’s name hand written across the flap. An electronic ballot, if authorized by the N&E Committee must be submitted in the manner designated by the N&E Committee and must be received by the N&E Committee prior to the election date. Proxy voting is not permitted and no Member shall cast or submit a ballot for any other Member.

**Section 1.1.2** The Technology Committee (“Tech Committee”) shall consist of at least three (3) Members of the Board. The Committee Chair shall be appointed by the President and confirmed by the Executive Committee in accordance with the Boards’ Constitution. The confirmed Tech Committee Chair shall appoint the remaining Tech Committee members who shall be confirmed by the Executive Committee prior to official service as a Tech Committee member. The Tech Committee shall recommend to the Executive Committee and the Board the most effective ways to use technology to improve the operations and functioning of the Board.



**Section 1.1.3.** The Judicial Committee shall consist of at least three (3) Members of the Board. The Committee Chair shall be appointed by the President and confirmed by the Executive Committee in accordance with the Board's Constitution. The confirmed Judicial Committee Chair shall appoint the remaining Judicial Committee members who shall be confirmed by the Executive Committee prior to official service as a Judicial Committee member. All members of the Judicial Committee shall have been Members in good standing of the Board for at least ten (10) years. The Judicial Committee shall hear all issues relating to the proper function of the Board, the Executive Committee or Board Members which relate to following the Constitution, By-Laws and Rules of the Board. The Judicial Committee shall only make recommendations to either the Executive Committee or to the Board of actions which should be taken to conform to the Constitution, By-Laws and Rules of the Board. Any such recommendation of the Judicial Committee must be voted on by the respective body to which it is referred at the next meeting of such body. The Judicial Committee shall also be empowered to hear and act on Due Process actions as provided in Article IX Section 8 of the Board's Constitution. Determinations of the Judicial Committee regarding Due Process actions shall be binding on the Board unless appealed by the Member as provided in Article IX Section 8 of the Board's Constitution. Only the Member (i.e. the Officers,

Executive Committee or other Board Committees do not have the right to appeal a determination of the Judicial Committee) has the right to appeal a decision of the Judicial Committee regarding a Due Process action.

**Section 1.1.4.** The Finance Committee shall consist of at least five (5) Members of the Board. The Committee Chair shall be appointed by the President and confirmed by the Executive Committee in accordance with the Board's Constitution. The confirmed Finance Committee Chair shall appoint the remaining Finance Committee members who shall be confirmed by the Executive Committee prior to official service as a Finance Committee member. All Finance Committee members must have been Members in good standing of the Board for at least five (5) years. The Finance Committee shall review all proposed budgets and the proposed compensation for the compensated Officers of the Board and make recommendations to the Executive Committee and the Board as the case may be for the approval or changes to such items. The Finance Committee shall also engage the independent accounting firm for the review/audit of the Board's financial records as provided for in the Board's Constitution.

**Section 1.1.5** The Constitution Committee shall consist of at least five (5) Members of the Board. The Chair of the Constitution Committee shall be appointed by the President and confirmed by the Executive Committee in accordance with the Board's Constitution. The confirmed Constitution Committee Chair shall appoint the remaining Constitution Committee members who shall be confirmed by the Executive Committee prior to official service as a Constitution Committee member. All Constitution Committee members must have been Members in good standing of the Board for at least five (5) years. The Constitution Committee shall monitor the functioning of the Board's Constitution and By-Laws and recommend any changes to the Members of the Board that the Constitution Committee deems advisable.

**Section 1.1.6** The Banquet Committee shall consist of at least five (5) Members of the Board. The

Committee Chair shall be appointed by the President and confirmed by the Executive Committee in accordance with the Board's Constitution. The confirmed Banquet Committee Chair shall appoint the remaining Banquet Committee members who shall be confirmed by the Executive Committee prior to official service as a Banquet Committee member. All Banquet Committee members must have been Members in good standing of the Board for at least three (3) years. The Banquet Committee shall plan all social activities of the Board as well as the food requirements for any meeting of the Board that the Executive Committee requests food to be served at.

**Section 1.1.7.** The Mentor Committee shall consist of at least five (5) Members of the Board. The Committee Chair shall be appointed by the President and confirmed by the Executive Committee in accordance with the Board's Constitution. The confirmed Mentor Committee Chair shall appoint the remaining Mentor Committee members who shall be confirmed by the Executive Committee prior to official service as a Mentor Committee member. All Mentor Committee members must have been Members in good standing of the Board for at least five (5) years. The Mentor Committee shall plan and monitor the mentoring function provided by the Board to newer Board Members and other Board Members that desire to participate in the mentoring program of the Board.

**Section 2. Standing/Special Committees.**

**Section 2.1** The Executive Committee may create other Special Committees for specific purposes that are not Standing Committees of the Board. Any such Special Committee that is not a Standing Committee of the Board must be re-established each and every year it is to function, by affirmative action of the Executive Committee. Special Committees and Standing Committees may or may not have an Executive Committee approved budget to fulfil their purpose but all such Committee must have a stated objective or purpose which is approved by the Executive Committee when such any such Committee is established. If a Special Committee is established by the Executive Committee the

President will then appoint the Committee Chair who will then be confirmed by the Executive Committee in accordance with the Board's Constitution. The confirmed Special Committee Chair shall appoint the remaining Special Committee members who shall be confirmed by the Executive Committee prior to official service as a Special Committee member.

**Section 2.2** Special Committees and Standing Committees are individually referred to in these By-Laws as a Committee.

**Section 3. Limits on Committee Authority.**

**Section 3.1.** No Committee shall have authority to authorize a budget or incur expenses to be borne by the Board. The Executive Committee may or may not authorize a budget for a Committee either before or after a request for funds from such a Committee. If funds for a specific item or a general budget have been approved by the Executive Committee for a Committee then before the payment of any specifically approved item or an item in an approved budget the Chair of the Committee shall review and approve such item for payment and forward the same to the Treasurer.

**Section 3.2.** The President shall appoint all Committee Chairs who are then confirmed by the Executive Committee as provided for in the Board's Constitution.

**Section 3.3** All recommendations and actions approved by a Committee shall first be reported to the

Executive Committee. After such report the Committee may then present the action or item to the Board for its information or approval even if such action or item was not approved by the Executive Committee. In making any such presentation the Committee member presenting to the Board shall indicate the response of the Executive Committee to the proposed action or item. If the Executive Committee opposed such action or item then an Executive Member who voted against the proposed action or item shall be designated by the President to present to the Members of the Board the reasons the Executive Committee opposes the action or item before any vote of the Members can be taken on the action or item presented by the Committee.

**Section 4. Term of Committee Membership.** Committee members of each Standing committee or Special Committee shall serve a period of one year and may be reappointed to any such Committee for successive terms of office following the process detailed in Article VIII Section 1 of the Board's Constitution. Each Committee member shall continue as such until his/her successor is appointed, unless the Committee shall be sooner terminated, or unless such Committee member is removed from such committee by the Executive Committee, or unless such member shall cease to qualify as a member thereof.

**Section 5. Rules.** Each Standing Committee or Special may adopt rules for its own governance not inconsistent with this Constitution or the Bylaws or with rules adopted by the Executive Committee. Any such rules adopted by a Committee shall be provided to the Secretary and the Parliamentarian. In case of any dispute about the application of any such rules adopted the Parliamentarian may be called upon to determine if such rules are being followed. Any determination made by the Parliamentarian may be reviewed by the Judicial Committee, unless it is a Judicial Committee rule that is in issue in which case the review will be undertaken by the Executive Committee.

**Section 6. IAABO Meeting Delegates.**

**Section 6.1** The Executive Committee may select any Member of the Board in good standing to serve as a Delegate of the Board to any IAABO meeting that is to be held. Any Member may apply to the Executive Committee to serve as such a Delegate but there is no entitlement or right to be appointed a Delegate. The Executive Committee can appoint an Officer of the Board to serve as a Delegate or an individual Member and any such person may be appointed by the Executive Committee to serve even if he/she has previously been a Delegate. The Executive Committee shall act to select Delegates to IAABO meetings on an individual meeting basis as there shall be no standing Delegate appointed to represent the Board.

**Section 6.2** The reasonable and ordinary expenses incurred by an appointed Delegate of the Board shall be reimbursed to the Member selected as a Delegate to an IAABO meeting upon the

presentation of the documentation for any such expenses to the Treasurer.

**ARTICLE IX- Rules of Procedure**

**Section 1. Procedures.** Robert’s Rules of Order shall be used as the parliamentary guide for all meetings of the Board, the Executive Committee and any Standing or Special Committee. The Parliamentarian shall rule on any questions of the application of Robert’s Rules of Order in any meeting of the Board or

Executive Committee.

**Section 2. Quorum.** Quorums for the transaction of any business (including the election of Officers) shall be thirty (30%) percent of all Members in good standing at any meeting of the Board. The Secretary shall at meetings of the Board have the number of Members in good standing available in order to calculate the quorum requirements.

**Section 3. Meetings.**

**Section 3.1.** The business meetings of the Board shall be held October through March with specific dates, times, and places as determined by the President. At each business meeting the order of business shall be as follows:

1. Call the meeting to order
2. Reading of the minutes
3. Report of the Secretary
4. Report of the Treasurer
5. Report by other officers and committee chairmen
6. Unfinished business (Old Business)
7. New business
8. Adjournment

**Section 3.2.** A special meeting may be called by the President, or upon the written request of at least twenty (20) Board Members submitted directly to the President.

**Section 3.3.** Members who are unable to attend a duly scheduled meeting must send notification to the Secretary no later than seventy-two (72) hours after the date of the scheduled meeting explaining why they failed to attend.

**Section 4. Financial Review.** The Executive Committee using a process that it deems reasonable shall select an independent CPA firm licensed in either Maryland or the District of Columbia to conduct at least a “review” (as such term is defined by the AICPA) of the Board’s financial records at least every other year. In place of a review the Executive Committee may elect to have a full audit performed of the Board’s Financial Books and Records but in so doing the Board recognizes that due to the limitations inherent in the structure of the Board that reliance on a complete set of internal control procedures may not be possible and that as such actual confirmation of more transactions may be required which will increase the cost of any such audit.

**Section 5. Fiscal Year/Membership Year.** The Board’s fiscal year shall be from January 1 through

December 31. The membership year shall be defined to be from September 1, through August 31 of the succeeding year.

**Section 6. Governing Authority.** The Board shall be subject to the jurisdiction and authority of IAABO. Where provisions of the Board's Constitution and Bylaws shall be in conflict with the Constitution of IAABO, or the IAABO By-Laws, the IAABO Constitution or By-Laws shall control.

**Section 7. Dissolution.** In the event of dissolution of the Board, all assets of the Board shall be dedicated to IAABO Charitable and Educational Foundation, Inc.

**Section 8. Due Process/Fines/Other Actions**

**Section 8.1.** The Board shall have robust Due Process procedures to ensure fairness and equity for all of its Members. The President, Secretary, Executive Committee, the Judicial Committee and the Board as a whole shall fulfil all Due Process items involving any complaining Member as provided for Article IX Section 8 of the Board's Constitution promptly within the timeframes provided for therein.

**Section 8.2.** Any Member who is absent from a properly called meeting of the Board and has not submitted the proper notification to the Secretary to be excused from such meeting shall be fined \$20 for each meeting missed during a membership year. Any such fines will be deducted from the money due the Member for officiating games in the applicable membership year. After June 1, 2020 and every three (3) years thereafter such amount may be reasonably adjusted by the Executive Committee to account for inflation or deflation.

**Section 8.3.** A Member who must turn back an assignment to a Commissioner less than one (1) calendar day prior to the day of the game will be fined by the assigning Commissioner \$20 per game returned, at the discretion of the Commissioner pending unusual circumstances. Any such fines will be deducted from the money due the Member for officiating games in the applicable membership year. After June 1, 2020 and every three (3) years thereafter such amount may be reasonably adjusted by the Executive Committee to account for inflation or deflation.

**Section 8.4.** A Member reporting late to an assigned game may be fined by the applicable Commissioner one-half the then applicable game fee, whether or not reported to the Commissioner(s) by the school or organization sponsoring the game.

**Section 8.4.1** For high school varsity the Members assigned to officiate shall report to the game fortyfive (45) minutes prior to the scheduled game time for all games with a scheduled start time after 5:00pm for weekday games and forty-five (45) minutes prior to the scheduled game time for all weekend games. For junior varsity and freshman games, the Members assigned to officiate shall report to the game at least thirty (30) minutes prior to the scheduled game time for all games with a scheduled start time after 5:00pm for weekday games and thirty (30) minutes prior to the scheduled game time for all weekend games. For any varsity or junior varsity or freshman games starting prior to 5:00pm the Members assigned should arrive at least thirty (30) minutes before the scheduled start time. For Middle School or recreation games the Members assigned to

officiate shall report 15 minutes prior to the scheduled game time. See Table 1 below.

**Section 8.4.2.** It is incumbent on the other game official(s) to notify the Commissioner(s) if the Member is late. This should be reported 45 minutes before game time for a varsity game scheduled to start after 5pm during the week or anytime on the weekend and thirty (30) minutes before the scheduled start time for a weekday game starting prior to 5pm; 30 minutes before game time for a junior varsity or freshman game, 15 minutes before game time for a Middle School or a recreation game. If the other Member(s) on hand do(es) not report a member’s tardiness before the applicable time, then such Members are also subject to a fine by the applicable Commissioner of one half of the game fee, but may be waived by the applicable Commissioner for extenuating circumstances (e.g. no cell phone signal at the school). Any such fines will be deducted from the money due the Member for officiating games in the applicable membership year. See Table 1 below.

		ARRIVAL			REPORT	
	After 5PM	Before 5PM	Weekend	After 5PM	Before 5PM	Weekend
Varsity	45 min	30 min	45 min	45 min	30 min	45 min
JV/Freshman	30 min	30 min	30 min	30 min	30 min	30 min
Middle/Rec	15 min	15 min	15 min	15 min	15 min	15 min

TABLE 1. OFFICIATING ARRIVAL AND REPORT TIMES

**Section 8.5.** A Member original assigned to a game, even though arriving late to the game site, shall begin to officiate as soon as possible after arriving at the game site if the game is then short an official. Should a substituted Member official be sent to the game by the Commissioner(s), but not officiate the game; he/she shall receive the full game fee in lieu of the late Member. If the game starts using the substitute Member official, he/she shall continue to officiate the game regardless of what happens thereafter. In such case the substitute Member official shall receive the full fee for the game, and the assigned late Member official(s) may be fined by the Commissioner one-half of the applicable game fees. Any such fines will be deducted from the money due the Member for officiating games in the applicable membership year.

**Section 8.6.** Any Member failing to fulfill an assignment from the Commissioner for a second time during the same season may be suspended from working future games by the Commissioner and the fine to the offending Member Official for failing to fulfill the assignment shall be equal to one and one-half times the fee of the game. The third time during the same season an assignment is missed by a Member

Official shall cause automatic immediate suspension of assignments by the Commissioner and any Assistant Commissioner(s). Any such fines will be deducted from the money due the Member for

officiating games in the applicable membership year. Any such action by the Commissioner is subject to review through the Due Process procedures provided for in the Board's Constitution and By-Laws. **Section 8.6.1** For any assignment from the Commissioner's office, any member may be subject to a fine of one half of the game fee for a late (less than 24 hours) turnback starting with the third (3<sup>rd</sup>) turnback and all subsequent late turnbacks in a season. For any assignment from the Commissioner's office, any member may be subject to a fine of \$25 in each instance after declining the third assignment and all subsequent assignments in a season. The Commissioner shall have the sole discretion in implementing these fines on an individual basis and any fine can be waived for extenuating circumstances (e.g. an injured official turns back his remaining schedule).

**Section 8.7.** In the event that a Member must officiate a game alone then the Member official who worked the game alone will receive the full game fee of the Member official who failed to fulfill his/her assignment.

**Section 8.8.** In cases where the Commissioner may be negligent in the assignment of officials, as reasonably determined by the Executive Committee, and subject to the Due Process procedures of the Board as provided for by the Board's Constitution and By-Laws, a fine imposed will be paid by the Commissioner equal to one-half of the fee of the game(s) that were negligently assigned or not assigned. Any such fine shall be withheld by the Treasurer from the compensation otherwise due the Commissioner.

**Section 8.9.** Any Member whose actions are determined to be materially detrimental to the best interests of the Board is subject to suspension and expulsion from the Board by a two-third (2/3) vote of the present and eligible members of the Executive Committee at any meeting of the Executive Committee; abstentions by Executive Committee members shall count as a vote cast against expulsion. Any such action of the Executive Committee is subject to the Due Process procedures of the Board as provided for by the Board's Constitution and By-Laws

**Section 8.10.** Failure to notify the Commissioner and the President of any undesirable action by a Member immediately following a game, and the failure to file a written report to the President concerning such incident within 48 hours by Members who personally witnessed any such actions, can be considered grounds for their suspension by the Executive Committee. Any such action of the Executive Committee is subject to the Due Process procedures of the Board as provided for by the Board's Constitution and By-Laws.

**Section 8.11** Any Member officiating a Varsity level game who gives a direct technical foul to a head coach must complete the necessary technical foul notification form (available on the Board website) as soon as practical following the completion of the game. Similarly, any Member officiating any level of game that involves serious injury or serious confrontation must notify the Commissioner as soon as practical following the completion of the game

**Section 8.12.** Fines for turning back an assignment to a Commissioner less than one (1) calendar day prior to the day of the game go to the assigning Commissioner as additional compensation.

Fines for reporting late to an assigned game are divided with one-half going to the assigning Commissioner as additional compensation and one-half going to the Board. Fines for missed assignments go to the Board. **Section 8.13.** The portion of any fines for missed assignments not paid to the Member officials that worked the game go to the Board.

**ARTICLE X – Amendments**

These Bylaws may be amended by a majority vote of the Board's Members in good standing voting pursuant to a authorized voting method at or before a validly constituted meeting of the Board. Provided that all proposed amendments have been submitted in writing to the Secretary to be presented to the Board's Members in writing (including by email) at least ten (10) days in advance of the final date for the impending vote on said amendments.