

Bylaws of
The Jackson Area Officials Association

ARTICLE I

NAME

The name of this non-profit corporation is Jackson Area Officials Association. It is referred in the Bylaws as the Corporation.

ARTICLE II

OFFICES

The registered office of the corporation shall be in the State of Michigan. The Corporation may have such other offices either within or without the State of Michigan as the Board of Director may determine or as the affairs of the Corporation may require from time to time.

BOARD OF DIRECTORS

1. General Powers. The property, affairs and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.
2. Executive Board. The association's membership will elect a President, Treasurer, Secretary, and a Member at Large that will be designated as the Executive Board. The Executive Board shall appoint a Coordinator as the person responsible for the training activities at each meeting for each sport sponsored by the association.
3. Sport Representatives. Each sport represented by the association shall elect the sport representative from their group sport to be a member of the Board of Directors.
4. Number. The number of Board of Directors shall be nine (9) consisting of the President, Secretary, Treasurer, Member at Large, and one Sports Trainer from each sport sponsored by the JAOA.
5. Meetings.
 - a. The Board of Directors may provide by resolution the time and place, whether within or without the State of Michigan, for the holding of the regular meetings of the membership.
 - b. Special meetings of the Board of Directors may be called by or at the request of the President who may fix any place, whether within or without the State of Michigan, as the place for holding any special meeting.
6. Notice of Quorum.
 - a. Notice of any special meeting of the Board of Directors shall be given at least seven days previous notice thereto by written notice delivered personally or sent by mail or email to each Director at his/hers address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Service mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by way of email, such notice shall be deemed to be delivered when the email is sent to the Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose, of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
 - b. The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting a majority of the Directors present may adjourn the meeting from time to time without further notice.

7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Director, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.
8. Terms. The Directors shall serve terms of two years. One-half of the board shall be elected each year. The President and Treasurer will be elected in even numbered years and the Secretary and Member at Large will be elected in odd numbered years. The election of the Board of Directors shall take place during the membership drive held during the months of April and May, not to extend beyond May 31, of the current year. Sport Representatives will be elected to the Board of Directors by their specific sport group of officials for that sport. Elections for these positions will be held in even numbered years for Football, Volleyball and Softball and in odd numbered years for Basketball and Baseball.

Process used in all elections will be:

- a. The President shall appoint a nominating committee in January to secure a slate of candidates for the offices/sport representative position open for election.
 - b. One-half of the Board shall be elected each year to a two (2) year term.
 - c. Voting shall be by secret ballot, which will be included with the membership form with a simple majority of the vote members present sufficient to elect. In case of tie(s) a run off election for those candidates will be conducted until the tie is broken.
 - d. The nominating committee shall conduct the election, count the ballots and announce the results.
 - e. Newly elected officers/sport representatives shall take office immediately following the election.
 - f. Special elections shall be held at the next general meeting in the event of an unforeseen vacancy on the Board of Directors. This type of election would be to fill an unexpired term for a member of the Board of Directors either resigning or being removed from office due to cause.
9. Compensation. Directors shall not receive any stated salaries for their services as such, but shall be reimbursed by the corporation for any actual out of pocket expenses incurred in carrying out the business of the corporation.
 10. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.
 11. Removal. The of two-thirds (2/3) of the Directors shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected
 12. Vacancies. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of a term, may be filled by the remaining Directors at any regular or special meeting.

ARTICLE VI

Officers

1. Officers. The Officers of the Corporation shall be a President, Secretary, Treasurer, and such other officers as many are elected in accordance with other provisions of the Article. The Board of Directors may appoint such other officers or agents, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and secretary.
2. Election. An election for the officers of the Corporation shall be held for President and Treasurer in even numbered years and for the Secretary and Member at Large in off numbered years. The election will coincide with the yearly membership drive. New offices may be created and filled at any meeting of the

Board of Directors. Each officer shall hold office until their successor shall have been duly elected and qualified.

3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby.
4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. President. The President shall be the principal officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel consistent with policies established by the Board of the Directors. The Chairman may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution there of shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. The Chairman may authorize and approve expenditures and take such other steps they deem necessary to advance the purpose of the Corporation, provided such steps do not exceed the scope of authority determined by the Board.
6. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all securities of the Corporation; receive and give receipts for money due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or by the Board of Directors. The Treasurer shall be responsible, with the assistance of the General Counsel, for the administration and oversight of the Corporations financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments.
7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the preparation, and filing of all other records required by the law or by the policies of the Board; and be custodian of the corporate records and of the seal of the Corporation; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or by the Board of Directors.
8. Assistant Treasurers and Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give the faithful discharge of their duties in such sums and with sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer, or Secretary, or Chairman, or the Board of Directors.
9. Sport Trainers. The member elected to the position of Sport Trainer must:
 - a. Annually qualify by meeting MHSAA minimum standards for the sport he/she is endorsed by the JAOA to train.
 - b. Have seven (7) years varsity experience in the sport for which he/she is endorsed by the JAOA.
 - c. Have demonstrated communication skills which identify him/her as a teacher and sensitive mentor.
 - d. Be committed to the sport. Working with the other trainers, supporting the MHSAA training philosophy and dedication to study and teaching developments are required.
 - e. Attend the current year rules meetings of the MHSAA in their sport as well as attend the required training provided by the MHSAA.

- f. Participate in three hours of in-service training provided by the MHSAA every other year to maintain training certification.
- g. Accept that their Trainer candidacy status is subject to review by the MHSAA and may be revoked by the MHSAA if in the best interest of the MHSAA.

ARTICLE V

MEMBERSHIP

Individuals are eligible to be members of the corporation. Membership in the Association is open to all individuals supporting the Objectives of the JAOA. Upon receipt of an application and the proper amount of yearly dues, the candidate for membership shall become a member with all rights and privileges afforded other members of the JAOA.

- a. Application for membership shall be made to the Treasurer on a JAOA membership application and accompanied by the amount of dues for that fiscal year.
- b. An active member is one who is properly registered with the MHSAA prior to the July 1 deadline; who is current in his/her JAOA dues and meets the membership requirements set forth herein and elsewhere in this Constitution.
- c. An active member is obligated to attend sixty percent (60%) of all meetings, classes, programs and training in their registered sport(s); Volunteer to work at least one scrimmage per season in their registered sport(s); continue to develop officiating skills to be the highest level of competency and maintain conduct which reflects professionalism as an official and a member of the JAOA. The "Code of Conduct for Officials" published by the MHSAA shall be the guiding document.
- d. An active member is privileged to one vote concerning the conduct of all JAOA business and is eligible to hold an elected office.
- e. A member not in default of dues and is in all other ways a member in good standing may at any time file for resignation in writing with the JAOA Treasurer. Such resignation shall be effective as of the date it is filed with the Treasurer.
- f. The Board of Directors shall have the power to censor, suspend or expel any member for violation of the MHSAA "Code of Conduct for Officials" subject to the following:
 - 1. The charged member shall receive written notice of any and all charges against him/her and shall receive such notice by first class mail to the last know address provided to the JAOA.
 - 2. The charged member shall have a right to a hearing before the Board of Directors prior to any action being taken.
 - 3. The request for hearing shall be written and within seven (7) days of receipt directed to the JAOA President.
 - 4. Upon completion of the hearing, the Board of Directors shall issue a written decision regarding the alleged misconduct and any action that will be taken against the member if found guilty of the alleged misconduct.
 - 5. If the charged member waives his/her right to a hearing, the decision of the Board shall be final. The member shall lose all rights of appeal as provided herein.
 - 6. If the charged member disagrees with the decision of the Board of Directors concerning disciplinary action, he/she may file an appeal to the MHSAA Executive Director or designee whose determination will be final.

ARTICLE VI

MEMBERSHIP MEETINGS

There shall be a minimum of four Board of Director meetings each school year between August and July. A general meeting may be called at any time upon need by the President or by a majority of the Board of Directors. Only at a general meeting may voting matters relative to the JAOA be considered. Roberts Rules of Order Revised shall govern all general meeting and meetings of the Board of Directors.

Each sport shall have a minimum of three (3) educational meetings prior to or during the sports season and be subject to the following guidelines:

- a. Date, location and time of all meeting shall be posted on the JAOA website.
- b. One instructional meeting per sport shall provide instruction in officiating mechanics.
- c. Meet MHSAA requirements.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.
2. Checks. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by another officer of the Corporation.
3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
4. Funds. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose for which the corporation was organized.

ARTICLE VIII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

ARTICLE X

The Board of Directors may provide a corporate seal which shall be in a form selected by a resolution of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any person, or the legal representative of such person, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, whether civil, criminal, administrative or investigative, due to being or having been a director, officer, employee or agent of the corporation, or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (excluding attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceedings if the action was in good faith and in a manner reasonably believed to be in or not opposed to the interests of the corporation or its members, and with respect to any criminal action or proceedings, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of NOLO contend ere or its equivalent, shall not of itself, create a presumption that the person, or his legal representative, did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect to any criminal action or proceedings, had reasonable cause to believe that the conduct was unlawful.

No indemnification shall be made in respect of any claim, issue or matter as to which such person, or his legal representative, shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Corporation unless an only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person or his/her legal representative, is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Expenses incurred may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings approved as required by law and upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that the person, or his/her legal representative, is entitled to be indemnified by the Corporation.

ARTICLE XII

PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XIII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty days posted notice on the JAOA website is given of intention to alter, amend, repeal or to adopt new Bylaws at such meeting, or if notice is waived in writing.

ARTICLE XIV

DISSOLUTION

In the event of the dissolution of the Corporation, the assets shall be liquidated and after payment of or provision for the payment of all debts and obligations of the Corporation, the assets shall be distributed in the manner directed by the Board of Directors.