

RESTATED BYLAWS OF EASTERN MAINE BOARD OF APPROVED BASKETBALL OFFICIALS

ARTICLE I – NAME and TERRITORY

The name of this corporation is EASTERN MAINE BOARD OF APPROVED BASKETBALL OFFICIALS, hereinafter referred to in these Bylaws as the "Corporation." The Territory of the Corporation shall include the counties of Piscataquis, Hancock, Waldo, Knox, and Penobscot (except for the Town of Patten).

ARTICLE II - PURPOSE

- A. To promote the best interests of the game of basketball.

To promote the uniform interpretation of the National Federation of State High School Associations rules of basketball.

- B. To educate, train, develop, and provide instructions for basketball officials.

- C. To maintain the highest standards of basketball officiating.

- D. To encourage the spirit of fair play and sportsmanship.

- E. To cooperate with all organizations officially associated with the game of basketball in furthering its interests, including, without limitation, the International Association of Approved Basketball Officials ("IAABO").

- G. To exercise all the powers granted to corporations governed by the provisions of the Maine Nonprofit Corporations Act, 13-B M.R.S.A. §§ 101 et seq.

ARTICLE III – MEMBERSHIP

A. Provisional Members. Provisional Members must be at least eighteen (18) years of age; must reside in the Territory; must pass all applicable IAABO tests and examinations and hold a valid membership card issued by IAABO; must enroll in the training program conducted by the Official Interpreter in the year in which he or she desires to qualify for active membership; and must pay application fees and/or dues as set from time to time by the Board of Directors of the Corporation. Provisional membership shall be for a period beginning in the year in which training begins and assuming he or she passes all applicable IAABO tests and examinations, continuing through the next full IAABO year (an IAABO year being April 1-March 31). No Provisional Member shall work any boys or girls varsity game unless there is an emergency.

B. Active and Active/Non-Officiating Members. Provisional Members in good standing (as defined in membership eligibility policies established by the Board of Directors) shall

become Active Members upon the conclusion of their two year provisional memberships. Active Members must pay dues or other charges as may be set from time to time by the Board of Directors. An Active Member who chooses not to officiate for a season may request status as an Active/Non-Officiating Member.

C. Honorary Members. The Board of Directors may grant honorary membership to individuals who have rendered outstanding service to the Corporation. Honorary Members shall be voting Members for life.

D. Dual Membership. A Member of the Corporation may be a member of other organizations associated with IAABO. Qualification for such other membership shall not qualify an individual for membership in the Corporation. To be a Member of the Corporation, the individual must satisfy, and continue to satisfy, the eligibility and membership requirements of the Corporation.

E. Transfer of Membership. Members in good standing of other organizations recognized by IAABO may apply for membership in the Corporation upon taking up residence in the Territory. Such an individual shall submit a letter from his or her former organization stating that he or she is a member in good standing. The Board of Directors may then accept that individual as a Member of the Corporation if in the discretion of the Board of Directors all is in order and such individual would otherwise qualify as a Member of the Corporation based on his or her having successfully completed all applicable tests or examinations.

F. Disciplinary Actions Against Members. Disciplinary action may be taken against a Member, including expulsion, probation or suspension of membership for any of the following reasons: failure to comply with any rule or provision contained in the Corporation's Bylaws or policies, or the Constitution and/or Bylaws of IAABO; delinquency in payment of any authorized charges or dues; and any conduct contrary to the best interests of basketball or the good name of the Corporation. In addition to expulsion, probation or suspension, disciplinary action may also include imposition of such fines and reimbursement of all costs and expenses against a Member as the circumstances may require.

G. Right to Hearing. Prior to a Member being charged with any disciplinary offense he or she shall have the right to be heard in person or by written statement. The alleged offense(s) shall be reviewed at a hearing conducted by the Standards and Ethics Committee (as such committee is constituted as set forth in Article X, below). The Member involved shall be given written notice of such hearing at least seven (7) days prior thereto, together with the offenses alleged, and the Member shall have the opportunity to present evidence and witnesses to the Standards and Ethics Committee. After conducting said hearing, the Standards and Ethics Committee shall make its recommendation, by majority vote, to the Board of Directors if any disciplinary action should be taken.

If the Member desires a hearing before the Board of Directors, he or she shall request same within seven (7) days of receipt of written notification of the Standards and Ethics Committee's disciplinary recommendation, the Member again having an opportunity to present evidence and witnesses, said hearing being held after written notice given at least seven (7) days prior thereto.

Thereafter, the Board of Directors shall determine by majority vote what disciplinary action, if any, shall be taken and shall notify the Member in writing of its action. The Board of Directors shall not be required to accept the Standards and Ethics Committee's recommendation, and impose such disciplinary action, if any, as the Board of Directors in its sole discretion believes the circumstances require.

H. Disciplinary Notice. When a Member is suspended or expelled, the President, Secretary or any other properly authorized officer of the Corporation shall notify all concerned that this Member is no longer able to accept assignments to officiate as a Member of the Corporation. No Member shall officiate knowingly with a suspended or expelled member.

ARTICLE IV – FEES AND DUES

Applicant fees, annual dues, penalties, and other charges or assessments of the Corporation shall be determined by the Board of Directors. The Board of Directors may establish different dues and assessments for different categories of membership.

ARTICLE V - BOARD OF DIRECTORS AND OFFICERS

A. The voting members of the Board of Directors of the Corporation shall consist of not less than Nine (9) and not more than eleven (11) individuals who are all dues paying Members in good standing of the Corporation, consisting of the five board officers and up to six at-large members. Ex officio members of the Board of Directors shall be nonvoting members of the Board of Directors.

B. Board seats for voting directors whose terms have expired shall be filled annually by a majority vote of the Members voting in person at the annual spring meeting.

C. Each voting Director shall hold office for a term of two (2) years or until the Director's successor has been elected and installed. Each new voting Director shall assume his or her Board position immediately upon adjournment of the annual Members meeting in which he or she was elected. No Director shall serve more than four (4) consecutive full terms, except that officers (President, Vice President, President-Elect, Past President) may continue to serve beyond the four term limit as necessary to progress through the positions. A board member who has served for four consecutive terms or who resigns during a term may not be eligible for

re-election until at least one year has transpired from the effective date of expiration or resignation.

D. During each annual spring meeting of the Members at which any vacancy on the Board of Directors was filled, the Board of Directors will recommend a slate of officers to the members. The members will then have an opportunity to approve/deny the recommendations of the board of directors by majority vote. . The Officers of the Corporation shall consist of the following: A President, a President-Elect, a Vice-President, a Past President, and a Secretary/Treasurer. The Officers must be voting members in good standing of the Corporation. No Member shall hold more than one office except the Secretary/Treasurer who shall be the same person. No person except the Secretary/Treasurer shall serve in any given office for more than two consecutive one year terms unless the Board of Directors concludes that extraordinary circumstances dictate otherwise.

E. In the event that any Officer cannot complete his or her term, the vacancy shall be filled on an interim basis by an individual appointed by the Board of Directors until the next meeting of the Board of Directors immediately following the annual spring meeting of the Members.

ARTICLE VI - MEETINGS OF THE MEMBERS

A. The Annual Meeting of Members shall be held each spring on the first Saturday following the final state championship game for the election of directors, and for the transaction of such other business as may properly come before the meeting. Nominations for new directors shall be made by the Nominating Committee. A nomination may also be made by any member, provided that written nomination papers, stating the name of the proposed nominee, shall be delivered to the Secretary at least thirty (30) days prior to the annual meeting at which the nomination is to be made.

B. In addition to the spring Annual Meeting of Members, the Board of Directors will schedule a fall membership business meeting. Members shall be expected to attend both business meetings each year. The Board of Directors may for good cause, excuse a member from attending meetings of the Members. If a Member misses three consecutive membership meetings, such Member shall be deemed to have resigned as a Member unless following application for excuse from the Board of Directors, in its discretion, such Member is readmitted and the readmitted Member pays the then applicable initiation fee. In any event, each Provisional or Active Member must annually attend at least three (3) rule interpretation meetings scheduled by the Board of Directors. Failure to do so will result in the member not being in good standing.

C. Special meetings of the Members may be called by the President, by the Board of Directors, or by at least 30 (thirty) voting Members in good standing. The Board of Directors shall provide written notice (which may be in the form of electronic mail and/or a posting on the IAABO #111 website) to the Members of such special meeting at least ten (10) and not

more than thirty (30) days prior thereto. Actual presence of a Member of the Corporation at any meeting of the Members shall constitute a waiver of any notice above provided as to such member.

D. A quorum of a meeting of the Members of the Corporation shall be fifty (50) of the voting Members in good standing present at a properly noticed meeting and any action of the Corporation shall be by majority of such representatives then present. Voting at meetings of Members may be by voice, by show of hands, or, at the discretion of the person presiding at the meeting, may be by written ballot. Neither proxies, nor cumulative voting shall be permitted.

ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

A. Regular meetings of the Board of Directors shall be held at such times and locations as shall be determined by the Board of Directors, except that the Board of Directors shall in all cases, for the purpose of selecting and confirming officers of the Corporation, meet immediately after the annual spring meeting of the Members. Special meetings of the Board of Directors may be held at any time and place at the request of the President, or at the request of any four (4) voting members of the Board of Directors. Except for regular meetings scheduled more than two weeks in advance, not less than five (5) days written notice (which may be given by email) of all meetings of the Board of Directors shall be sent to each member of the Board of Directors. Actual presence of a Director at any meeting shall constitute a waiver of any notice above provided as to such Member of the Board of Directors.

B. A quorum of the Board of Directors shall be 50% of the voting members of the Board of Directors present at a properly noticed meeting and any action of the Board of Directors shall be by majority of such representatives then present. Members shall be deemed present, and may participate and vote in a meeting of the Board of Directors, by means of a conference telephone or similarly functioning device or equipment by means of which all persons participating in the meeting can hear each other. In addition, any action which may be taken at a meeting of the Board of Directors or by a committee of the Directors may be taken without a meeting if all of the Directors or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Directors' meetings and shall have the same effect as a unanimous vote.

C. Any director who has three consecutive unexcused absences from board meetings shall be subject to removal from the Board of Directors upon the affirmative vote of two thirds of the full Board of Directors.

ARTICLE VIII – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- a. *General Control.* The Board of Directors shall exercise all of the powers of the Corporation and shall have the control, supervision and management of the affairs of the Corporation, except for such powers and authority as are vested in the Members by

law or the Articles or by these Bylaws.

- b. *Policies and Regulations.* The Board of Directors shall have the power and authority to adopt, amend and repeal such policies and regulations relating to the governance, membership privileges, operations and activities of the Corporation as it from time to time deems appropriate, provided such policies and regulations are consistent with these Bylaws, the Articles, and any requirements imposed by IAABO. Prior to final adoption, any policy given initial majority approval by the Board of Directors shall be transmitted electronically or by other means to the membership for a comment period for a minimum of 30-days. If the Board of Directors chooses to amend the initial policy following the comment period, it shall determine whether the amendment is a major or minor. If the amendment is determined to be major, the amended policy shall again be transmitted to the membership for a 15-day comment period. If the Directors determine the amendment to be minor in nature, no further comment period is required. A minor change includes punctuation, spelling, or grammatical changes which do not change the original meaning or intent of the proposed policy. Following closure of the comment period, the Board of Directors shall vote to either accept as written, accept as amended, or reject the proposed policy. An electronic policy manual shall be provided to all members and kept up to date on the organization's website.
- c. *Official Interpreter, Assigner, Commission Representative, Basketball Council Representative.* The Board of Directors shall be responsible for selecting the Official Interpreter, Assigner, Commission Representative, and Basketball Council Representative, all on such terms and conditions as the Board of Directors may from time to time determine. The Assigner and Interpreter positions are subject to a ratification vote by the membership.
 - 1. The Board of Directors shall provide a job description for each position, which may be updated from time to time.
 - 2. The Official Interpreter shall be an ex officio, non-voting member of the Board of Directors.
 - 3. The Assigner must be a member of the national IAABO umbrella organization, and be a member of this Corporation.
 - 4. The Commission Representative, the Basketball Council Representative, and the Official Interpreter, shall be members in good standing.
 - 5. The Board of Directors shall present nominees for the Assigner and Interpreter positions at the Annual meeting. A plurality of the members shall vote whether to ratify the nominations. In the event the nomination fails, the Board of Directors shall meet, and within 60-days submit the name of an alternate nominee to the membership at a special meeting to be called for the purpose of ratification. Should the need arise due to unforeseen circumstance between business meetings, the Board of Directors will have the authority to temporarily appoint the positions of Assigner and Interpreter until the next properly held business meeting. The Board of Directors may also, for cause, dismiss the Assigner, Interpreter, Commission Representative or Basketball Council Representative, and choose a suitable replacement until the next membership meeting.

ARTICLE IX - DUTIES OF OFFICERS

A. President

1. Preside at all meetings of the Members and of the Board of Directors
2. Appoint, in consultation with the President Elect and Past President, the Chair and the members of the Standards and Ethics Committee.
3. Appoint, in consultation with the President Elect and Past President, the Chair and all members of all other committees that the Board of Directors may determine necessary.
4. Attend (or delegate to another to do so) the Annual IAABO Spring Meeting as a voting delegate.
5. Function as the general executive head of the Corporation and report to the Board of Directors. The President shall be subject to the direction of the Board of Directors, and supervise and control all of the business and affairs of the corporation.
6. Perform such other duties as may from time to time be prescribed by the Board of Directors.

B. President-Elect

1. Preside at all meetings of the Members and Board of Directors in the absence of the President.
2. Assist the President by supervising the work of all Committees.

Perform such other duties as may from time to time be prescribed by the Board of Directors.

C. Vice President

1. Actively participate in committee work and become familiar with the work of the Executive Committee.
2. Perform such other duties as may from time to time be prescribed by the Board of Directors.

D. Past President

1. Provide advice, knowledge and wisdom to the President and the Executive Committee.
2. Perform such other duties as may from time to time be prescribed by the Board of Directors.

D. Secretary/ Treasurer

1. Have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal, if any. Attend and keep or cause to be kept the minutes of all the meetings of the Board of Directors and Members of the Corporation. Keep or cause to be kept a record of the names and addresses of the Members of the corporation and the Board of Directors. Have custody of all moneys, funds, securities, contracts of the Corporation and keep proper books of account thereof, which books shall at all times upon reasonable notice be open to inspection by each member of the Corporation. Deposit monies and valuables of the Corporation in such depositories and on such terms and conditions as the Board of Directors may direct. Have authority to sign checks and otherwise disburse the Corporation's funds with such limitations and restrictions as the Board of Directors may from time to time determine. Keep an accurate and complete record of all finances of the Corporation. Prepare and submit at the annual meeting of members and at each regular meeting of the Board of Directors a report showing the income, expenses, assets and liabilities of the Corporation.
2. Perform such other duties as may from time to time be prescribed by the Board of Directors.
3. The Corporation shall pay the Secretary/Treasurer a reasonable stipend as determined by the Board of Directors.

ARTICLE X - COMMITTEES

A. Executive Committee. The Executive Committee shall be a standing committee of the Board of Directors. The Executive Committee shall consist of the Vice President, the President Elect, the President, the Past President, and the Secretary/Treasurer. The Board of Directors may delegate to the Executive Committee all the authority of the Board of Directors, other than with respect to matters concerning the amendment of the Articles of Incorporation, the dissolution of the Corporation, or the sale or disposition of all or substantially all of the property and assets of the Corporation. The Executive Committee shall exercise such power and authority to perform such duties and responsibilities in the management of the business and affairs of the Corporation as may be delegated to it from time to time by the Board of Directors, subject to any limitations imposed by the Board of Directors or by law; provided however, that the delegation of such authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by the Articles of Incorporation, these Bylaws, or by law.

B. Standards and Ethics Committee. The Standards and Ethics Committee shall be a standing committee. The President (in consultation with the President-Elect and Past

President) shall appoint Members in good standing of the Corporation (who are not Directors) to the Standards and Ethics Committee. The Standards and Ethics Committee shall be composed of not less than four (4) nor more than seven (7) Members. It shall be responsible as provided in these Bylaws for initially reviewing matters involving discipline and ethics of the Members, as well as such other matters as the President may request come before it.

C. Nominating Committee. There shall be a Nominating Committee appointed by the Board of Directors annually and comprised of at least three individuals, a majority of whom shall be members at large who are not members of the Board of Directors, and at least one of whom shall be a member of the Board of Directors whose term as a Director is not up for renewal. The nominating committee shall make recommendations to the Members for the election of directors at the annual meeting of Members and to the Board of Directors at the annual meeting of the Board of Directors for the election of officers.

D. Other Committees. The Board of Directors, by a resolution adopted by a majority of the full voting Board of Directors, may designate such additional committees as the Board of Directors may from time to time deem appropriate or necessary, including without limitation a public relations committee, an assignment and rating system committee, a sportsmanship committee, and an awards, banquet, and membership committee.

ARTICLE XI - RULES OF PROCEDURE

The business and proceedings of the Member meetings of the Corporation shall be transacted in accordance with Robert's Rules of Order, unless, in the discretion of the presiding officer, other rules of procedure are deemed satisfactory for the purposes of the Corporation. The business and proceedings of the Board of Directors meetings of the Corporation shall be transacted in accordance with The Modern Rules of Order (ABA), unless, in the discretion of the presiding officer, other rules of procedure are deemed satisfactory for the purposes of the Corporation.

ARTICLE XII - ACCEPTANCE OF GIFTS

The Board of Directors may from time to time on behalf of the Corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the Corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income thereof and devote the principal or income of such gifts to such benevolent or charitable purposes within the scope of the activities of the Corporation as the Board of Directors may determine. The Board of Directors may enter into an agreement with any donor to continue to devote the principal or income of the gift to such particular purpose as the donor may designate, provided that such purpose is duly authorized or ratified by resolution of the Board of Director; and after such agreement, the principal or income of that particular gift shall be devoted in accordance with such agreement for the time specified therein.

ARTICLE XIII - PROPERTY RIGHTS AND LIABILITIES OF MEMBERS

The Members of this Corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property, or assets be distributed to any Member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE XIV - FISCAL YEAR

The Fiscal Year of the Corporation shall be March 1 to February 28 (29 in a leap year)

ARTICLE XV – SEAL

The seal of the Corporation, if any, shall be in such form and shall bear such inscription as the Board of Directors shall determine.

ARTICLE XVI – INDEMNIFICATION

So as to induce the Officers, Directors, Members of any and all committees, and Interpreters and Assigners (hereinafter collectively referred to as “Agents”) to serve as such, and to induce others to serve as such, the Corporation shall reimburse, exonerate, hold harmless and indemnify, each present and future Agent for, from and against any and all claims and liabilities to which they may become subject by reason of their being an Agent, and shall reimburse, exonerate, hold harmless and indemnify, each such Agent for all legal and other expenses, reasonably paid or incurred by them in connection with any such claims or liabilities, whether or not they had ceased to be an Agent, unless such person shall have been finally adjudged by a court of competent jurisdiction to have been guilty of willful malfeasance, bad faith or reckless disregard of his or her duties in the conduct of his or her office. The Corporation may compromise, settle, pay and

discharge any such claims and liabilities and pay such expenses if such settlement, payment and discharge appears in the judgment of a majority of the Board of Directors to be in the best interests of the Corporation. The foregoing rights of such Agents shall not be exclusive of any other rights to which they may be lawfully entitled.

ARTICLE XVII — AMENDMENT OF BYLAWS

To amend these Bylaws or the Articles of the Corporation, a quorum of a meeting of the Members of the Corporation shall be fifty(50) of the voting Members in good standing present at a properly noticed meeting, and any such action of the Corporation shall be by a 2/3rds majority of such Members then present.