

ABOA Constitution

ARTICLE I - NAME AND PURPOSES

Section 1.01 Name: This organization shall be known as the AUSTIN BASKETBALL OFFICIAL'S ASSOCIATION (the "ASSOCIATION"), a 501(c)(6) non-profit corporation of the Texas Business Organization Code.

Section 1.02 Purposes: The purpose of the ASSOCIATION shall be to:

- a. Provide a group of experienced and capable basketball officials, whose integrity is above reproach, to be actively engaged each year in officiating basketball games;
- b. Foster a high standard of ethics, encourage fair play and sportsmanship;
- c. Work for closer cooperation and better understanding among officials, school administrators, athletic directors, coaches, players, basketball fans, and the media.

Section 1.03 Not for Profit: The ASSOCIATION is not organized for profit, and no part of the net earnings of the ASSOCIATION shall benefit any member of the Executive Committee or any other individual except that the ASSOCIATION may make payments of reasonable compensation for services rendered.

ARTICLE II - OFFICES AND REGISTERED AGENT

Section 2.01 Principal Place of Business: The principal place of business of the ASSOCIATION is located in Austin, Texas.

Section 2.02 Registered Office and Registered Agent: The ASSOCIATION shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the registered office of the ASSOCIATION, as required by the Texas Business Organizations Code.

- a. Acceptance of Appointment: The Registered Agent shall provide written Consent to Serve as Registered Agent pursuant to Texas Business Organizations Code §5.201(b). The written consent shall be maintained in the records of the ASSOCIATION.
- b. Registered Office: The registered office may, but need not, be identical to the principal office of the ASSOCIATION in the State of Texas, and the address of the registered office may be changed from time to time by the Executive Committee in accordance with applicable law.

ARTICLE III - MEMBERSHIP

Section 3.01 Active Members: Any person who can meet the qualifications specified herein, shall be admitted as an active member in the ASSOCIATION. Membership is effective from April 1 until March 31 of the following year. The qualifications for active membership in the ASSOCIATION shall be:

- a. A reputation considered to be above reproach;
- b. An acceptable knowledge of the rules and mechanics of the game;
- c. Demonstrated evidence of physical, ability to officiate a basketball game;
- d. Demonstrated evidence of the ability to apply the rules of basketball;
- e. Possession of membership in an applicable certifying agency of the State of Texas, showing all dues paid;
- f. Payment of dues and assessments as prescribed by the ASSOCIATION; and
- g. Ability to meet any other requirements prescribed by the ASSOCIATION.

Section 3.02 Inactive Members: Inactive members are members who have paid or received a waiver for their ASSOCIATION and paid State Association dues but are not actively engaged in officiating basketball games assigned by the ASSOCIATION. Inactive members are not required to attend meetings of the ASSOCIATION. Inactive members have full voting privileges.

Section 3.03 Transferring Members: Any current or former member of an applicable certifying agency who wishes to transfer their affiliation to the ASSOCIATION, must obtain a letter of transfer from the previous organization and present this letter to the Executive Committee for action.

Section 3.04 Member in Good Standing: A member in good standing is defined as an active or inactive member having complied with all their explicit obligations, while not being subject to any form of sanction, suspension or disciplinary action.

Section 3.05 Abandonment: A member, who abandons their membership, as determined by the Executive Committee, relinquishes all ASSOCIATION privileges.

ARTICLE IV - ADMINISTRATION

Section 4.01 Officers: The officers of the ASSOCIATION shall be the President, the President-Elect, the Immediate Past-President and the Secretary. The officers shall hold office as provided in the Constitution and By-laws. Additional officers, representatives or employees of the ASSOCIATION may be added to the ASSOCIATION by an affirmative vote of two-thirds (2/3) of the votes cast by the membership.

Section 4.02 Executive Committee: The Executive Committee shall consist of nine members and shall be composed of the President, President-Elect, Immediate Past-President, the Secretary, and a representative for Divisions 1 through 5 of the group classifications of the ASSOCIATION (5 individuals). The members of the Executive Committee shall perform their duties as provided in the By-laws. The President-Elect will serve as President the following year. The President will serve as the Immediate Past President the following year.

Section 4.03 Election Committee: An Election Committee, chaired by the President-Elect, will consist of the Immediate Past-President, the President, and two members-at-large appointed by the President-Elect. The members-at-large may not run for office at any point in the immediate upcoming election.

Section 4.04 Ethics and Disciplinary Committee: The Ethics and Disciplinary Committee will be chaired by the State Association Representative who will not have voting privileges. The Chair will choose members for each issue from a pool of At-Large Members. The Division Representative of the member in question will serve as a liaison without voting privileges between the Executive Committee and Ethics and Disciplinary Committee.

- a. Committee Member Pool: Each Division Representative will choose three members in good standing from their Division to constitute the pool of available members to be selected for each matter.
- b. Committee Participation: The State ASSOCIATION Representative will choose five members from the Committee Member Pool for each matter. The State ASSOCIATION Representative will make every effort to choose at least one member from each Division. Members of the Executive Committee and those serving in Appointed Positions are not eligible to participate on this committee.
- c. In the absence of or the inability of the State Association Representative to act, the President will choose a temporary replacement.

Section 4.05 Appointed Positions: The Assistant Secretary(ies), Rules Interpreter, State ASSOCIATION Representative, Trainer, Treasurer, the Division 5 Representative and such other positions not covered in Article 6 of the Constitution as the Executive Committee may designate are appointed by the Executive Committee.

Section 4.06 Properly Called ASSOCIATION Meeting: A properly called ASSOCIATION meeting is defined as one in which all members shall have been notified of the place and time of such meeting at least ten (10) days before the scheduled meeting. All members of the ASSOCIATION and their guests, coaches, and school administrators may be admitted to the meetings. Meetings may be conducted by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. Such participation shall constitute presence in person at the meeting. Members must request approval from the presiding officer for any guests who plan to attend at least seven (7) days before the scheduled meeting.

ARTICLE V - VOTING

Section 5.01 Voting:

- a. All voting by the eligible members of the ASSOCIATION may be conducted by electronic ballot when possible. When not possible the Election Committee, when applicable, will determine the process.
- b. Any decision or act of the Executive Committee may be modified or rejected by the membership through the electronic voting process established in the Constitution & Bylaws.

ARTICLE VI - ELECTION OF THE EXECUTIVE COMMITTEE

Section 6.01 Elections: The regular elections of the Secretary, President-Elect, and the four Division Representatives for Divisions 1-4, will be held between the first Wednesday in February and the second Wednesday in February. A Division 5 Representative will be appointed by the Executive Committee.

Section 6.02 Term of Office: The term of office for the Executive Committee will be from April 1 through March 31 of the following year.

Section 6.03 Eligibility: The following restrictions apply regarding election to the Executive Committee of the ASSOCIATION:

- a. All candidates for election to the Executive Committee must be members in good standing with the ASSOCIATION, as defined in Articles 3.01, 3.03 and 3.04 of the Constitution.
- b. A member may only serve as Division Representative for the division in which they are classified, except for the Division 5 Representative. Members who will advance to a higher division at the conclusion of the current season are eligible to run for Division Representative of only that higher division. No person may be a Division Representative more than two successive years, regardless of the division(s) represented.
- c. The Immediate Past President shall not be eligible to hold an Executive Committee position until one (1) year has elapsed from the date the Immediate Past President leaves office. The Immediate Past President may hold an appointed position immediately after they leave office.
- d. No restriction shall be placed on the term limit for the Appointed Positions, except for the Division 5 Representative as stated in Article 6.03(b) of the Constitution.

Section 6.04 Election Committee: The Election Committee, will be solely responsible for:

- a. Preparing the election of the Executive Committee as stated in Article 5.
- b. Accepting proposed candidates and ensuring their eligibility for any Executive Committee position;
- c. Providing the general membership with a list of nominees during the Nomination Meeting;
- d. Reviewing report of electronic ballots, validating results, organizing runoff elections, and communicating election results by percentages for each race to the general membership at the Election Meeting;
- e. Compiling Candidate biographies to post to the ASSOCIATION Assigning Software and may be posted to the website for the Chapter members to view.

Section 6.05 Nominations: All nominations for Executive Committee will be made by the general membership to the Election Committee. Nominations for eligible candidates will be accepted from the 3rd Wednesday in December until nominations are closed by the President-Elect at the January chapter meeting. All approved nominees may provide an electronic Qualifications Summary to the Election Committee within 7 days of the closing of nominations for assigning software and website posting.

Section 6.06 Election Process: The methodology used in conducting the regular election will be as follows:

- a. The election of the Executive Committee will be by electronic ballot, or other process as prepared by the Election Committee, as stated in Article 5.
- b. Members of each division shall vote for their respective Division Representative only.
- c. Each member elected to the Executive Committee must have a majority (50% + 1) of the votes cast on any ballot. In the event there is not a majority of votes cast for an individual position, there shall be a run-off between the two (2) candidates receiving the most votes in the initial election. In the event that there are 3 or more candidates with an equal number of votes, all three or more candidates will be included in the runoff. A majority vote of the sitting Executive Committee will break all ties after the third runoff election.
- d. No person who has been nominated for an office will be involved in any activity associated with the election process.
- e. Voting will commence on the first Wednesday in February and will close at 5:00 PM on the second Wednesday in February as stated in Article 6.01 of the Constitution. Runoffs will be open for one week and commence within 48 hours of each preceding election.
- f. Electronic voting procedures will be used as stated in Article 5 of the Constitution.

Section 6.07 Filling a Temporary Vacancy: A temporary vacancy is one expected to last less than 45 days. To fill a temporary vacancy in any Executive Committee position, the Executive Committee may appoint a regular member in good standing to serve until an election may properly be held. An election must be held once the original Executive Committee member is unable to fulfill their duties for longer than 45 days. Nominations to fill a vacancy of more than 45 days will follow the procedure outlined in Section 6.07 of the Constitution.

Section 6.08 Filling a Vacancy: To fill a vacancy in any Executive Committee position, the presiding officer must announce within two (2) days from notification of resignation from an Executive Committee member, that an election (or appointment if Division 5 Representative) will be held within 10 days from the notification of resignation. When said resignation is announced, the Executive Committee may call a special meeting to appoint an eligible member in good standing to serve until an election is held

Nominations to fill said vacancy will be accepted for at least 7 days and voting will commence at 8:00 AM the following day and run for seven (7) days. If needed, runoffs will be open for seven (7) days and commence within 48 hours of each preceding election. A majority vote of the sitting Executive Committee will break all ties after the third runoff election.

Should a vacancy occur between April 1 and September 1, the Executive Committee may appoint a member in good standing to serve until an election is held no later than the September Chapter meeting.

Section 6.09 Voting Eligibility: All ASSOCIATION members in good standing are eligible to vote.

Section 6.10 No Multiple Positions: No person may run for or serve in more than one position on the Executive Committee at the same time.

ARTICLE VII - REMOVAL OF EXECUTIVE COMMITTEE MEMBER

Section 7.01 Removal: Any member of the Executive Committee may be removed for good cause through use of the following procedure:

- a. Upon written request by any member of the ASSOCIATION to the Ethics and Disciplinary Committee Chair (State ASSOCIATION Representative) setting forth the specific reasons and pertinent documentation why a current member of the Executive Committee should be removed, the Ethics and Disciplinary Committee Chair must notify the President, President-Elect and Immediate Past President within 24 hours of the request.
- b. The Ethics and Disciplinary Committee must meet within five (5) days of written request from the member to consider whether sufficient good cause exists for the removal of the Executive Committee member in question and present its recommendation to the Executive Committee.
- c. At the Ethics and Disciplinary Committee meeting at which the removal request is considered, the Executive Committee member in question may be notified of their accuser if the Ethics and Disciplinary Committee authorizes; and shall be afforded an opportunity to address the specific reasons set forth in the removal request.
- d. If the Ethics and Disciplinary Committee determines the need for additional time, the Chair will set a deadline for a ruling and notify the President, President-Elect, Immediate Past President and the member requesting removal within five days of the original written request.
- e. Any Ethics and Disciplinary Committee recommendation requiring removal shall be submitted to the general membership for a vote in accordance with the election criteria for said position found in Article 6 of the Constitution. An affirmative vote of two-thirds of the votes cast is required to remove the Executive Committee member.
- f. Any vacancy caused by the removal of a current member of the Executive Committee shall be filled pursuant to Article 6.07 of the Constitution.

ARTICLE VIII - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

Section 8.01 By-Laws Addendum: The duties of Executive Committee and such regulations as may be necessary and proper for conducting the business and affairs of the ASSOCIATION shall be provided for in the By-laws; such By-laws serving as an addendum to this Constitution.

Section 8.02 Amendments: The Constitution and By-laws may be amended via electronic ballot, or other process as stated in Article 5 of the Constitution, by an affirmative vote of two-thirds of the votes cast by the membership, provided that a copy of the proposed amendments have been submitted to the Executive Committee fourteen (14) days prior to the next to last regularly

or properly called meeting of the season and posted to the ASSOCIATION'S membership website and/or assigning software site ten (10) days prior to the same meeting.

A member in good standing may submit a proposed amendment in writing to the Executive Committee at a minimum of 14 days prior to the next to last regularly or properly called meeting of the season. The Executive Committee will then review and approve proposed amendments to make certain proposed amendments meet a certain standard to include but not exhaustive of federal, state and local law; as well as national, state and local association policies. The Executive Committee must post proposed amendments, approved or otherwise, and author(s) name(s) to the ASSOCIATION'S membership website and/or assigning software site, within 4 days of submission.

Voting will commence one week prior to the last regular or properly called meeting and close at 5:00 PM on the date of the last meeting.

Section 8.03 Governing Documents Review: The Executive Committee shall review or appoint a committee to review the ASSOCIATION's Governing Documents at least every season. If action is warranted, the Pres-Elect will submit to the Executive Committee. The President will then appoint a Legislative Committee to review and submit Amendments that are needed.

ABOA By-Laws

ARTICLE I - PRESIDENT

Section 1.01 Duties: The President shall perform the following duties:

- a. Preside at meetings of the ASSOCIATION and Executive Committee.
- b. Serve as program Chairperson for the ASSOCIATION.
- c. Present a list of suggested programs to the Executive Committee for approval, when and if necessary.
- d. May appoint a committee to assist with the planning and presentation of programs.
- e. Be responsible for all negotiations on behalf of the ASSOCIATION.
- f. Rank games or designate an active member to rank games. Designee must not be a Secretary or Assistant Secretary.
- g. Review game assignments and recommend assignment changes.
- h. Serve as the View Only Administrator for the assigning software, registrations, rankings and testing processes with the other President roles.
- i. Oversee and manage all of the affairs of the ASSOCIATION in accordance with the policies and directives approved by the Executive Committee.
- j. Except as otherwise provided by law, the Articles of Incorporation, Stated Policies, or these By-Laws, execute such contracts, checks, or other instruments which may from time to time be authorized by the Executive Committee.
- k. Serve as the Immediate Past President during the year following the President's term of office.

Section 1.02 Powers: The President shall be vested with all the powers usually appertaining to the office.

Section 1.03 Absence: The President may not officiate any games at any level on a meeting night.

ARTICLE II - PRESIDENT-ELECT

Section 2.01 Duties: The President-Elect shall perform the following duties:

- a. Serve as director of recruitment and retention.
- b. Serve as Chairperson of Election Committee.
- c. Appoint a committee to assist with those recruiting and retention duties.
- d. Prior to May 1st of each year, present a plan to the Executive Committee for the recruitment of new members, and thereafter shall implement and manage the approved plan.
- e. Rank games or designate an active member to rank games. Designee must not be a Secretary or Assistant Secretary.
- f. Serve as the View Only Administrator for the assigning software, registrations, rankings and testing processes with the other President roles.
- g. Review game assignments and recommend assignment changes.
- h. In the absence of or the inability of the President and Immediate Past President to act, the President-Elect shall fulfill the duties outlined in Article 1.01 of the By-Laws.
- i. Serve as the President during the year following their term as President-Elect.
- j. Read and review the ASSOCIATION's Governing Documents.

Section 2.02 Powers: The President-Elect shall be vested with all the powers usually appertaining to this office.

Section 2.03 Absence: The President-Elect may not officiate any games at any level on a meeting night.

ARTICLE III - IMMEDIATE PAST PRESIDENT

Section 3.01 Duties: The Immediate Past President shall perform the following duties.

- a. Develop a process for ranking games for the Game Ranking Committee to implement.
- b. Rank games or designate an active member to rank games. Designee must not be a Secretary or Assistant Secretary.
- c. Review game assignments and recommend assignment changes.
- d. Serve as the View Only Administrator for the assigning software, registrations, rankings and testing processes with the other President roles.
- e. Serve as the liaison to the Trainer.
- f. In the absence of or the inability of the President to act, shall fulfill the duties outlined in Article 1.01 of the By-Laws.

Section 3.02 Powers: The Immediate Past President shall be vested with all the powers usually appertaining to this office.

Section 3.03 Absence: The Immediate Past President may not officiate any games at any level on a meeting night.

ARTICLE IV - SECRETARY

Section 4.01 Duties: The Secretary shall have the following duties:

- a. Receive all requests for game officials for the ASSOCIATION and assign officials to games. The Secretary may be authorized to make emergency game assignments.
- b. Responsible for following a written set of protocols for assigning games. This protocol will be established by the Secretary, voted on by the Executive Committee and posted to the Stated

- Policies before the beginning of each season.
- c. Keep complete and accurate records of all requests for officials, approved requests, and correspondence in relation to the ASSOCIATION.
 - d. Certify only those persons who are qualified under Article 3 of the Constitution and have properly completed the ASSOCIATION'S membership application.
 - e. Authorized to send correspondence to all coaches prior to the start of the season. This correspondence should include access to the names of all active members in good standing, a request for school schedules, and a request that the coach return a scratch list from the enclosed roster of officials.
 - f. Accepts, reviews and presents membership applications to the Executive Committee for a vote, if necessary.
 - g. Serve as an Administrator for the assigning software, registrations, rankings and testing processes with the Treasurer.

Section 4.02 Powers: The Secretary shall be vested with all the powers usually appertaining to this office.

Section 4.03 Absence: The Secretary may not officiate any game at any level on a meeting night.

Section 4.04 Remuneration: The Secretary may be paid a fee for their services during the year. The amount of such fee shall be suggested to the membership by the Executive Committee and must have majority approval of the membership. Such fee must be established each year before the nomination period of the Secretary. The fees will be posted in a document published by the Treasurer to the website or assigning software, and if there are no proposed changes it will not be voted on. The acceptance of a nomination then constitutes their acceptance of such a fee.

Section 4.05 Resignation: If the position is resigned, pro-rated remuneration is due based on the number of full calendar months in which duties were performed.

Section 4.06 Sub-Varsity Program: The Secretary shall be assisted with the sub-varsity program, to include any games below the varsity level, by one or more Assistant Secretary(ies), who shall be appointed and shall hold the position as provided in Article 7 of the By-Laws.

ARTICLE V - DIVISION REPRESENTATIVES

Section 5.01 Duties: The Division Representatives shall have the following duties:

- a. Bring matters to the Executive Committee relating to the members of their division they represent.
- b. Represent the members of their division at Executive Committee, ASSOCIATION, and other meetings called to discuss matters relating to ASSOCIATION business.
- c. Review and recommend game assignments for members in the division they represent.
- d. Be an advocate for their division members at all times.
- e. Serve on committees, as assigned.
- f. Choose three members in good standing from their Division to serve in the pool of available members on the Ethics and Disciplinary Committee.

Section 5.02 Powers: The Division Representatives shall be vested with all the powers usually appertaining to their office.

Section 5.03 Absence: The Division Representatives may not officiate any game at any level on a meeting night.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 6.01 Powers and Duties: It shall be the power and duty of the Executive Committee to:

- a. Enforce the Constitution and BY-LAWS of the ASSOCIATION.
- b. Enforce the Stated Policies of the ASSOCIATION.
- c. Ascertain the needs and take such action as is necessary or desirable for the most efficient and professional conduct of the ASSOCIATION and its members.
- d. Report to the membership and post minutes on all Executive Committee meetings within 14 days of each meeting to the ASSOCIATION Assigning Software and may be posted to the website.
- e. Post minutes from all Executive Committee meetings within 14 days to the ASSOCIATION website and/or Assigning Software site.
- f. Enforce payment of dues and assessments by each member.
- g. Propose any needed special assessment(s).
- h. Enforce attendance regulations.
- i. Enforce regulations regarding uniform, professional dress and possession of all of the necessary officiating equipment.
- j. Responsible for following a written set of protocols for assigning games. This protocol will be established by the Secretary, voted on by the Executive Committee and posted to the Stated Policies before the beginning of each season.
- k. Investigate all alleged solicitation of games or other inappropriate behavior by any member.
- l. Set the time, place, length, and number of the ASSOCIATION meetings.
- m. Appoint an emergency administrator for the assigning software, registrations, rankings and testing processes due to the incapacitation of the other administrators.

Section 6.02 Meetings: A majority of the Executive Committee membership shall constitute a quorum. The Executive Committee shall hold at least one regular meeting annually and any other meetings to be designated by the President in a notice to the Executive Committee. Special meetings, not requiring notice, must be called by at least three Executive Committee members with telephone or written notice, including notice by electronic mail. All members of the Executive Committee must be notified, and the notice of any meeting shall state the date, time, and place of such meeting. Each member of the Executive Committee has one vote, except that the presiding officer at any Executive Committee meeting shall not vote on any matter considered by the Executive Committee unless needed to break a tie. Upon a majority vote of the Committee members present, it shall take any action or make any recommendation it feels necessary or desirable for the good of the ASSOCIATION.

Section 6.03 Participation in Meeting by Conference Telephone: Any or all members of the Executive Committee and Appointed Positions, in cases of extenuating circumstances, may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. Such participation shall constitute presence in person at the meeting.

Section 6.04 Notice and Waivers of Notice: Notice of each regular meeting of the Executive Committee must be given at least ten (10) days prior to the date of the meeting. Whenever notice is required to be given to any Executive Committee Member under any provision of law, the Articles of Incorporation, Stated Policies, or these By-Laws, a written waiver signed by each Executive Committee member entitled to such notice, whether before or after the time stated in the notice is equivalent to giving notice. The presence of any Executive Committee member at a meeting, whether in person or by telephone conference, who does not object to the lack of notice is considered to have waived notice of the meeting.

Section 6.05 ASSOCIATION Meeting Attendance: All Executive Committee members are required to attend 75% of the regularly scheduled ASSOCIATION meetings each year. Executive Committee members not attending 75% of the ASSOCIATION meetings are subject to the provisions of the Policies of the ASSOCIATION.

Section 6.06 Adjudicative Power: The Executive Committee shall have the power and the duty to determine any reasonable disciplinary action for any member in violation of the following:

- a. Non-attendance of the required number of meetings.
- b. Violation of regulations regarding solicitation of games.
- c. Failure to pay dues and assessments by the required deadline.
- d. Failure of any member to give full cooperation to the Committee in the investigation of any matter.
- e. Missing an assigned game.
- f. Violation of any provision of the Constitution, By-laws, stated ASSOCIATION policies or any duly authorized directive from the Executive Committee.

The Executive Committee may set any reasonable disciplinary action it feels necessary that fits the infractions or that is proper for the good of the ASSOCIATION, including, but not limited to: assessment of fines; temporary suspension of game assignments for any period, not to exceed one year; cancellation of any part or all of any remaining game schedule.

Section 6.07 Notice to Affected Members: When the Executive Committee shall consider any of the matters set forth in Article 6.06 of the By-Laws, the member(s) involved shall receive written notification at least 72 hours prior to the scheduled meeting so they may be present to defend their position before the Executive Committee, if so desired. Said member shall not be present in the meeting room when the Executive Committee votes concerning the matter. The Executive Committee must notify the member(s) involved within 24 hours of their final decision. The decision of the Executive Committee may be announced to the members of the ASSOCIATION at the next properly called or regular meeting, if warranted.

Section 6.08 Appeals Process: Any member of the ASSOCIATION may appeal an Executive Committee disciplinary action to the Ethics and Disciplinary Committee through use of the following procedure:

- a. The member in question must submit a written request, within 48 hours of notification, to the Ethics and Disciplinary Committee Chair (State ASSOCIATION Representative) setting forth the specific reasons for appeal.
- b. Upon written request by the member in question, the Ethics and Disciplinary Committee Chair must notify the Executive Committee within 24 hours of the request.
- c. The Ethics and Disciplinary Committee must meet within five (5) days of the member's request to consider whether sufficient good cause exists for the appeal and present it's ruling to the Executive Committee.
- d. If the Ethics and Disciplinary Committee determines the need for additional time, the Chair will set a deadline for a ruling and notify the President, President-Elect, Immediate Past President and the members involved within five days of the original written request.
- e. At the Ethics and Disciplinary Committee meeting at which the appeal request is considered, the member in question shall be afforded an opportunity to address the specific reasons set forth in the appeal request.
- f. All Ethics and Disciplinary Committee appeal rulings are final and must be enforced by the Executive Committee.

Section 6.09 Applications for Regular Membership: It shall be the duty of the Executive

Committee to consider all applications for membership in the ASSOCIATION, utilizing the qualifications specified in Article 3 of the Constitution. If a majority of the Executive Committee votes to deny an application, the applicant can appeal to the Ethics and Disciplinary Committee unless the Executive Committee vote is unanimous. If the vote is unanimous, the decision is final. Otherwise, the applicant becomes a member of the ASSOCIATION once the applicant is accepted.

ARTICLE VII - APPOINTED POSITIONS

Section 7.01 Appointed Positions: The Appointed Positions of the ASSOCIATION shall be as stated in Article 4.05 of the Constitution.

Section 7.02 Eligibility of Appointed Positions: The Appointed Positions shall be appointed by a majority vote of the Executive Committee. Any member of the ASSOCIATION in good standing, shall be eligible to be appointed to these positions. A member may only hold one Executive Committee position or Appointed Position at a time.

Section 7.03 Powers and Duties of Appointed Positions: Subject to the control of the Executive Committee, all appointed positions shall have such authority and shall perform such duties as may be provided in these By-Laws or by resolution of the Executive Committee. Appointed Positions, except for the Division 5 Representative, shall not be voting members of the Executive Committee.

Section 7.04 Appointment Process: The Executive Committee shall meet within fifteen (15) days after taking office, for the purpose of interviewing, when necessary, prospective candidates for the Appointed Positions. After conducting interviews of all prospective candidates, the Executive Committee shall vote on the appointment of all Appointed Positions. The Appointed Positions shall be appointed by a vote of the Executive Committee members present at that meeting. The Executive Committee shall appoint the Division 5 Representative immediately after conducting interviews for the purpose of voting on ASSOCIATION business. The Executive Committee shall appoint all other Appointed Positions within thirty (30) days after taking office.

Section 7.05 Duties of Appointed Positions: The Appointed Positions duties are as follows:

- a. Assistant Secretary(ies)
 - i. Receive all requests as directed by the Secretary and make game assignments.
 - ii. Keeps complete and accurate records of all requests for officials, approved requests, and correspondence in relation to the ASSOCIATION.
 - iii. Authorized to provide cards/information for sub-varsity officials to present to home schools showing official's names, payment, and other pertinent information.
 - iv. Authorized to send correspondence to all sub-varsity coaches prior to the start of the season. The correspondence should be a request for school schedules.
 - v. Provide a written status report to the Executive Committee as requested on, missed and canceled assignments.
 - vi. In the absence of or the inability of the Secretary to act, the Assistant Secretary, who primarily assigns high school games, shall fulfill the duties outlined in Article 4 of the By-Laws.
 - vii. Required to attend Executive Committee meetings.
 - viii. Record or designate an Executive Committee member or Appointed Position to record minutes and record each individual's vote on all matters voted on for Executive Committee meetings and make such minutes available, as stated in 6.01 of the By-Laws.

- b. Rules Interpreter
 - i. Shall provide correct interpretation, implementation and applications of the NFHS Rules.
 - ii. Shall provide complete information regarding all Texas Exception Rules and Mechanics and correct officials when a rule is misapplied while holding them accountable according to the severity of each incident.
 - iii. Stress Importance of taking and passing tests.
 - iv. Ensure compliance of uniform guidelines.
- c. State ASSOCIATION Representative
 - i. Serve as the liaison between the ASSOCIATION and the State ASSOCIATION for which the ASSOCIATION is a member.
 - ii. Serve as the Ethics and Discipline Committee Chair for the ASSOCIATION.
 - iii. Have the authority to vote on matters presented in State ASSOCIATION meetings or at other times where State ASSOCIATION business is conducted.
 - iv. Provide written and/or oral reports of State ASSOCIATION meetings and other activities related to State ASSOCIATION meetings to the Executive Committee as requested by the President.
- d. Trainer
 - i. Responsible for training activities of the ASSOCIATION.
 - ii. Develop a training program for all members and present it to the Executive Committee by July 1st each year.
 - iii. Provide a written status report to the Executive Committee as requested on the progress of training activities.
 - iv. Responsible for selecting and managing experienced officials to serve as trainers and evaluators as approved, by the Executive Committee during pre-season training sessions.
 - v. Responsible for developing and maintaining standard training policies, as approved by the Executive Committee in order to maximize consistency in training.
 - vi. Collaborate and communicate training activities with Immediate Past President.
- e. Treasurer
 - i. Manage all ASSOCIATION funds and write checks for necessary expenses as are authorized by the ASSOCIATION Financial Policy.
 - ii. Receive and deposit all dues and assessments from each member.
 - iii. Keep such records as to show the financial condition of the ASSOCIATION at all times. These records shall be available to any member upon request.
 - iv. Submit a yearly financial statement approved by the Executive Committee for the year ending March 31.
 - v. Required to attend Executive Committee meetings.
 - vi. Serve as an Administrator for the assigning software with the Secretary.
 - vii. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness in an amount less than \$1,000 (one thousand dollars) issued in the name of the ASSOCIATION shall be signed by the Treasurer, and in such manner as shall from time to time be determined by resolution of the Executive Committee.
 - viii. Obtain written authorization by one of the three Presidents for all checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness in an amount equal to or greater than \$1,000 (one thousand dollars).

Section 7.06 Term of Office: The Appointed Positions shall continue in their respective positions from the date of appointment until March 31 of the ASSOCIATION year.

Section 7.07 Vacancy: Should a vacancy occur at any time during the term of office, the

Executive Committee shall appoint another member of the ASSOCIATION in good standing to fill the unexpired term.

Section 7.08 Remunerations: The Appointed Positions, except for the Division 5 Representative, may be paid a fee for their services during the year. The amount of such fee shall be suggested to the membership by the Executive Committee and must have majority approval of the membership. Such fees must be established each year before the Appointed Positions application period begins. The application for each position then constitutes their acceptance of such a fee.

Section 7.09 Voting Eligibility: The Appointed Positions, except for the Division 5 Representative, shall not be voting members of the Executive Committee, but must be present at Executive Committee meetings when requested.

Article VIII - ETHICS AND DISCIPLINARY COMMITTEE

Section 8.01 Term: The Committee Members term of office will be from April 1 through March 31 of the following year.

Section 8.02 Powers and Duties: The committee shall be tasked to objectively review potential ethical, disciplinary and grievance matters of members of the ASSOCIATION. Upon review of the matter(s) brought to the committee, the committee shall make a recommendation(s) or rulings to the Executive Committee for final disposition of the matter(s). It is intended that the committee's work be confidential in nature and only be reported to the Executive Committee.

ARTICLE IX - ADDITIONAL COMMITTEES

Section 9.01 Composition: The Executive Committee may designate committees and appoint committee members. Committees shall consist of at least three members in good standing.

Section 9.02 Procedures and Authority: The Executive Committee may make provisions for appointment of a Committee Chair, establish procedures to govern their activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the ASSOCIATION.

Section 9.03 Non-delegation of Fiduciary Duty: The designation and appointment of any committee and the delegation of authority shall not operate to relieve the Executive Committee, or any individual Executive Committee member, of any responsibility imposed upon him or her by law.

ARTICLE X - REGULATIONS FOR INDIVIDUAL MEMBERS

Section 10.01 Deadline for Paying Dues and Assessments: Payment of dues and assessments must be paid as follows:

- a. Active members must pay State Association dues as determined by the applicable certifying agency of the State of Texas.
- b. Active Membership in the ASSOCIATION is established when all local and state dues/fees have been paid as outlined in the ASSOCIATION'S Stated Policies.
- c. Special assessments may be proposed and collected by the Executive Committee at any date of their choosing; provided, such assessment has been approved by a majority of the votes cast by the membership.

Section 10.02 Attendance at Meetings: All active members are required to attend 75% of the

regularly scheduled meetings (as determined by the Executive Committee) each year. Active members not attending 75% of the meetings are subject to the provisions of the Stated Policies of the ASSOCIATION.

Section 10.03 Deadline for Accepting Game Assignments: Each member will have 72 hours after game assignments are posted, to accept assignments issued by the Secretary(ies) for the regular season. After this period the unaccepted or unreturned assignment will be reassigned to another official and the original official will be notified and assessed a rescheduling fee. For playoff games, each member must accept game assignment(s) as determined by the Secretary.

Section 10.04 Reporting Outside Contacts: Any member of the ASSOCIATION who is contacted to officiate games assigned by the ASSOCIATION by any coach, school official, or any other person or agency must immediately contact the Secretary.

Section 10.05 Solicitation of Games: Members shall not directly or indirectly solicit games or tournament coordinating duties for themselves or others from coaches or school officials.

Section 10.06 Uniform: Each active member must wear the uniform prescribed by the applicable certifying agency of the State of Texas and the ASSOCIATION. It must be complete and present a professional appearance.

Section 10.07 Cooperation with Executive Committee: Each member must cooperate to the fullest extent with the Executive Committee in the investigation of any matter by the Committee.

Section 10.08 Compliance with Code of Ethics: The officials' [Code of Ethics of the National Federation of High Schools](#) must be complied with by all members of the ASSOCIATION.

Section 10.10 Obligation to Observe Regulations: The acceptance of membership in the ASSOCIATION obligates each member to observe all regulations as set forth in the Constitution, By-Laws and Stated Policies of the ASSOCIATION.

Section 10.11 Member Grievance Request: Any member of the ASSOCIATION may file an appeal or grievance request through use of the following procedure:

- a. Upon written request by any member of the ASSOCIATION to the Ethics and Disciplinary Committee Chair (State ASSOCIATION Representative) setting forth the specific reasons for a grievance, the Ethics and Disciplinary Committee must notify the President, President-Elect and Immediate Past President within 24 hours of the request.
- b. The Ethics and Disciplinary Committee must meet within five (5) days of notification from the member to consider whether sufficient good cause exists for the grievance and present its ruling to the Executive Committee.
- c. At the Ethics and Disciplinary Committee meeting at which the request is considered, the member in question (if any) shall be notified of their accuser and afforded an opportunity to address the specific reasons set forth in the discipline request.
- d. If the Ethics and Disciplinary Committee determines the need for additional time, the Chair will set a deadline for a ruling and notify the President, President-Elect, Immediate Past President and the members involved within five days of the original written request.
- e. All Ethics and Disciplinary Committee rulings are final and must be enforced by the Executive Committee.

ARTICLE XI - DUES

Section 11.01 Dues: The annual ASSOCIATION dues for all members shall be recommended

by the Executive Committee and shall be subject to the approval of the membership. If increased, the annual ASSOCIATION dues must receive an affirmative vote of two-thirds (2/3) of the votes cast by the membership. The proposed increase and the corresponding membership vote must be completed by March 31st to become effective for the next ASSOCIATION year. The Executive Committee shall set a deadline for ASSOCIATION dues to be paid.

Section 11.02 Officiating Fees: The fees of the ASSOCIATION for officiating basketball games shall be governed by Section 1204 of the UIL Constitution and Contest Rules.

ARTICLE XII - INDEMNIFICATION

Section 12.01 Indemnification: The ASSOCIATION agrees to indemnify, defend and hold harmless the Executive Committee members, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the ASSOCIATION, arising out of or related to the ASSOCIATION's activities, whether caused by or contributed to by any party indemnified herein, unless caused by the sole negligence of the Executive Committee member or any other party indemnified herein. The ASSOCIATION will maintain insurance, at its expense or provided by the State Association, to protect itself against the aforementioned liability, loss, cost or expense.

ARTICLE XIII - CONFLICT OF INTEREST POLICY

Section 13.01 Purpose: The purpose of the conflict-of-interest policy is to protect the interests of the ASSOCIATION when it is contemplating entering into a transaction that might benefit the private interest of an Executive Committee member. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations. Every Executive Committee member is required to sign a copy of the ASSOCIATION'S Conflict of Interest Policy prior to the first Executive Committee meeting each year.

Section 13.02 Definitions:

Interested Person: Any Executive Committee member, Appointed Positions, or member of a committee with Executive Committee delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: An interested person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the ASSOCIATION has a transaction;
- b. Compensation with the ASSOCIATION or with any entity or individual with which the ASSOCIATION has a transaction; or
- c. Is considering an ownership or investment interest in, or compensation, any entity or individual with which the ASSOCIATION is negotiating a transaction.

Compensation: Direct and indirect remuneration, including gifts or favors that are not insubstantial.

Conflict of Interest: A conflict between the financial interests and the official or professional responsibilities of a person in a position of trust. A Conflict of Interest includes situations in which the member, Appointed Positions, Executive Committee Member, or family member of a member, Appointed Positions, or Executive Committee Member, has a financial interest in the business or individual selected for the contract. A financial interest is not necessarily a conflict of

interest. Under Article 13.03(b) of the By-Laws, the Executive Committee may determine that a conflict of interest does not exist.

Section 13.03 Conflict of Interest Procedures:

- a. **Duty to Disclose:** If an actual or possible conflict of interest arises, an interested person must disclose the existence of personal or financial interest and be given the opportunity to disclose all material facts to the Executive Committee and members of committees considering the proposed transaction.
- b. **Determining Whether a Conflict of Interest Exists:** Under Section 13.03(c), the Executive Committee will meet to review all the material facts disclosed and will vote to determine whether a potential or actual conflict of interest exists. If an interested person is a member of the Executive Committee, they are required to abstain from voting.
- c. **Procedures for Addressing the Conflict of Interest:**
 - i. An interested person may make a presentation at the Executive Committee or other committee meeting, but after the presentation they shall leave the meeting during the discussion of and the vote on the transaction involving the possible conflict of interest.
 - ii. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction.
 - iii. After exercising due diligence, the Executive Committee or other committee shall determine whether the ASSOCIATION can obtain, with reasonable efforts, a more advantageous transaction from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee or other committee shall determine by a majority vote of the disinterested Executive Committee or other committee members whether the transaction is in the best interest of the ASSOCIATION, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction.
- d. **Violations of the Conflicts of Interest Policy:**
 - i. If the Executive Committee or other committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Committee or other committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE XIV - RECORDS

Section 14.01 Recordkeeping: The ASSOCIATION shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Committee and other committees having any of the authority of the Executive Committee. These records shall be kept at the registered or principal office. All books and records of the ASSOCIATION may be inspected by any Executive Committee member or their attorney for any proper purpose at any reasonable time. The Secretary or their designee shall keep or cause to be kept adequate minutes of all Executive Committee meetings reflecting at a minimum the names of those in attendance, any resolutions passed, and the outcomes of any votes taken.

ARTICLE XV - CONSTRUCTION AND TERMS

Section 15.01 Supremacy: In any conflict between the provisions of the Constitution, By-Laws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. In any conflict between the provisions of the Constitution, By-Laws and the Stated Policies of the ASSOCIATION, the provisions of the Constitution and By-Laws shall govern.

Section 15.02 Survival: Should any provision or portion of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding and shall remain in effect.

Section 15.03 Reference: All references in these By-Laws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the ASSOCIATION filed with an office of this state and used to establish the legal existence of the ASSOCIATION.

Section 15.04 Miscellaneous: Any program or issue not specifically covered in these Constitution, By-Laws and / or the Stated Policies of the ASSOCIATION shall be determined by a majority vote of all Executive Committee members.

ADOPTION OF THE CONSTITUTION AND BY-LAWS

This Constitution and BY-LAWS were adopted by the ASSOCIATION at a regular meeting on November 17, 1952. Amended on March 1, 1955; revised January 28, 1963; revised January 23, 1974; revised November 16, 1977; revised November 5, 1986; revised February 1, 1989; revised February 2, 1994; revised August 23, 2004; revised August 12, 2009; revised October 24, 2012; revised September 16, 2015; revised October 24, 2018; revised March 24, 2021.

CERTIFICATION

I hereby certify that these Constitution and By-Laws were approved by membership and adopted by the Executive Committee of The Austin Basketball Officials ASSOCIATION at it's meeting held on April 10, 2021.

Ken Patton

Secretary