

**BY-LAWS OF
MASSACHUSETTS STATE BASKETBALL OFFICIALS ASSOCIATION INC.**

ARTICLE I – NAME

This organization formed pursuant to the provisions of Massachusetts General Laws Chapter 180 shall be known as the Massachusetts State Basketball Officials Association, Inc. (International Association of Approved Basketball Officials , hereinafter “IAABO”, Board #15) hereinafter referred to as “MSBOA” or “Corporation”.

ARTICLE II – PURPOSE

A. The purpose of MSBOA is to represent and create an atmosphere among the Massachusetts Members of IAABO that will enable MSBOA to present a common front on issues that are common to all Member Massachusetts IAABO Boards and to improve and maintain the high standards of officiating with the IAABO certified officials.

B. To collaborate with the IAABO, Massachusetts Interscholastic Association, coaches’ associations and all other organizations in everything pertaining to the advancement of basketball.

C. To unite in one organization the representatives of all IAABO chartered boards within Massachusetts.

D. To carefully observe the interests of basketball throughout the Massachusetts and to render observations, recommendations and/or decisions where appropriate on any matters referred to it by Massachusetts IAABO Boards.

E. To promote the uniform interpretation and administration of the basketball rules by all IAABO officials within Massachusetts.

F. To establish a uniform game fee, whether it is a league, conference, or independent schedule of high school varsity and sub-varsity levels, within Massachusetts. To establish a uniform fee for all high school playoff tournaments, with travel fees to be uniform throughout the state.

G. To endorse candidates for National IAABO office. Provided, however, the endorsement by a majority vote of MSBOA Executive Committee shall not be binding on the Massachusetts voting Delegates to the annual IAABO business meeting, but shall serve as a recommendation by MSBOA to those Massachusetts voting Delegates and the majority vote of MSBOA Executive Committee shall be presented to the IAABO Nominating Committee and to the General Assembly.

H. To Propose National IAABO changes, affecting any other business, except the election of National IAABO officers, and the recommendation of the majority of MSBOA Executive Committee shall constitute a guideline to all Massachusetts voting Delegates.

ARTICLE III – ORGANIZATION OF MSBOA

A. The Executive Committee of MSBOA shall consist of two (2) Delegates or their alternates elected or appointed by each chartered Massachusetts IAABO Board (hereinafter “Member Boards”). Each Delegate present shall have one vote and the vote of the majority of all Delegates present shall prevail in all matters except amendments to this Constitution and in disciplinary actions taken by MSBOA. The President shall not be a delegate to the Executive Committee, except that in the event of a tie vote of the Delegates of the Executive Committee, the President shall have the authority and right, but not the obligation, to cast a vote to break such tie.

B. All Members of all duly chartered Member Boards (hereinafter “Members”), by and through their Member Boards, must affiliate with the MSBOA. All references herein to Members of Member Board shall not be intended to constitute a class of Members of this Corporation separate and distinct from each individual Member Board.

C. The Executive Committee shall exercise all of the powers of the Corporation and shall have the control, supervision and management of the business of the Corporation and all the powers of a Board of Directors, and for all other purposes, be considered as the Board of Directors of the Corporation.

D. Delegates to the MSBOA shall be elected or appointed by each Member Board for a two (2) year term. Two Delegates or officially authorized alternates shall attend each Executive Committee meeting with authority to exercise the two (2) votes of their Member Board. Names of the Delegates must be listed with the MSBOA Secretary prior to each spring meeting.

E. The Member Boards, acting through their respective Delegates, shall constitute the Members of the Corporation.

ARTICLE IV – EXECUTIVE COMMITTEE MEETINGS

A. There shall be a minimum of two meetings of the Executive Committee annually; one (1) on the first Sunday in April, which shall be the Corporation’s annual meeting, and one (1) meeting in the fall subsequent to the IAABO Interpretation meeting.

B. Other meetings shall be designated by a majority vote of the Members of the Executive Committee while in session, or may be called by the President, at such times he deems necessary, or if seven (7) Member Boards signify their wish to have a meeting. These meetings may be called with notice

to all Delegates not less than Seven (7) days prior to the date of the meeting. Such notice will set forth the specific purpose of said meeting. Meetings, other than the spring and fall, may be conducted by telephone conference call.

D. A quorum shall consist of at least a majority of the Members of the Executive Committee, of which a majority of the Member Boards shall have at least one (1) Delegate present.

E. Notices of the meetings of the Executive Committee shall be given by delivering, or mailing postage prepaid, or emailing to each Delegate entitled to vote at said meeting, notification of such meeting, at least seven days before the meeting, to such address as may appear on the books of the Corporation. In every case where no such address appears on the Corporation's records, and the address or whereabouts of a Delegate cannot be ascertained, sufficient notice may be given to such Delegate by sending notice to the President of the Delegate's Member Board at least seven days before the meeting; and, in each such instance, notice so given shall be fully effective and binding as if given by delivery in hand to such Delegate.

F. When 100% of the Delegates having voting rights shall be present at any Executive Committee meeting however called or wherever held or shall assent (by waiver or otherwise) to the holding of the meeting without notice or, after the meeting, shall sign a written waiver or assent thereto on the record of such meeting, the acts of such meeting shall be fully valid and binding.

G. Any action to be taken by Executive Committee may be taken without a meeting, if authorized by 100% of the Delegates entitled to vote on the matter by a writing signed by such Delegates and delivered to the Secretary for filing with the records of meetings of Executive Committee.

ARTICLE V - SOVEREIGNTY OF MSBOA AND MEMBER BOARDS

A. The MSBOA shall act as the sole bargaining agent of all Member Boards regarding fees, tournaments travel allowances, enrollment and other State-wide matters affecting the membership of all IAABO officials within Massachusetts. The decisions of the MSBOA in these matters shall be binding on all individual IAABO officials and Member Boards and there shall be no appeal.

B. The MSBOA shall not intervene in the internal affairs of any Member Board nor will it take any action on any matters which are not in conflict with the Bylaws or policies of the MSBOA or IAABO.

C. Member Boards not in conflict with the MSBOA, but in conflict with Boards in another State may request consulting services of the MSBOA.

D. Where provisions in the Bylaws of the MSBOA are deemed in conflict with the Constitution, policies and/or procedures of the IAABO, those of IAABO shall prevail.

E. Where provisions in the Constitution or Bylaws, as the case may be, of a Member Board are deemed in conflict with the Bylaws, policies and/or procedures of the MSBOA, those of MSBOA shall prevail.

ARTICLE VI - MEMBERSHIP LISTS

A. The secretary of each Member Board shall furnish each year to the Secretary of MSBOA a list of IAABO certified officials of that Member Board. Such list shall indicate the status of each Member. Such list shall be submitted to the Secretary of MSBOA by April 15.

B. Life Members of IAABO - The names of candidates for IAABO Life Membership shall be submitted to the MSBOA by the local Board. The MSBOA Selection Committee, appointed by the President, will prioritize and make recommendations to the Executive Committee as to the candidate(s) that will be submitted to the IAABO for Life Membership. Final recommendations and approval of the candidates will be made after discussion and vote by the Executive Committee and sent to IAABO.

ARTICLE VII - OPERATING EXPENSES

A. Annually, each Board shall contribute to the MSBOA such amounts as deemed necessary to defray the expenses of the MSBOA on the recommendation of the Audit and Budget Committee.

B. Each Member Board shall be assessed a fifty dollar (\$50.00) initiation fee.

ARTICLE VIII – OFFICERS

A. The officers of the MSBOA shall be: the President, President-Elect, Vice-President, State Interpreter, Secretary/Treasurer and Parliamentarian. The officers, except the Parliamentarian, shall be elected at the spring meeting from the duly appointed Delegates of the Member Boards. The Parliamentarian shall be appointed by the President

B. The elected officers shall assume their duties at the close of the spring meeting. The elected officers shall rotate among the Member Boards annually with the exception of the State Interpreter and the Secretary/Treasurer who shall be elected for a three (3) year term. The State Interpreter and Secretary/Treasurer may be elected to succeed themselves for any number of three year terms. For their services the State Interpreter and the Secretary/Treasurer shall receive an honorarium in the amount voted by the Executive Committee. The State Interpreter is allowed mileage reimbursement to cover the expense of travel to and from the Member Boards that request they attend or participate in any Member Board's meeting/clinic. Reimbursement will be at the same mileage rate as the Delegates receive. In the event the State Interpreter is unable to serve, the President with approval from the other elected Officers shall appoint an interim State Interpreter who meets the requirements of this section. A new State Interpreter shall then be elected at the next regular scheduled meeting of the Executive Meeting or at a special meeting called for by the President or a majority of the Executive Committee.

C. Any Member not in good standing with their Member Board will not be eligible to serve in any elected or appointed position of the MSBOA.

D. To be considered for the position of State Interpreter a Member must be a current Interpreter of a Member Board and have served as Interpreter for a minimum of three (3) consecutive years.

E. Any officer of the Corporation may be removed by the affirmative vote a majority of the entire Executive Committee, at any time, with or without cause.

ARTICLE IX – DUTIES OF OFFICERS

A. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the Corporation and perform such duties as the Executive Committee may determine. He shall preside at all meetings of the Executive Committee. He shall submit to the Executive Committee the annual meetings a current report of the operations of the Corporation and a statement of its affairs. He shall report to the Executive Committee on all matters within his knowledge which the interests of the Corporation may require to be brought to its notice. He shall do and perform such other or additional acts and duties as may be directed by the Executive Committee. He shall appoint committees as the need arises.

B. DUTIES OF THE PRESIDENT-ELECT

In the absence or disqualification of the President, the President-Elect shall assume the duties of the President. Upon the completion of the President's term, the President-Elect shall become the President of the Corporation.

C. DUTIES OF THE VICE-PRESIDENT

In the absence or disqualification of both the President and President-Elect, the Vice-President shall assume the duties of the President. Upon the completion of the Vice-President's term, the Vice-President shall become the President-Elect of the Corporation.

D. DUTIES OF THE SECRETARY/TREASURER

(i) The position of Secretary and Treasurer shall be held by the same person.

(ii) The Treasurer shall be the chief financial officer of the Corporation. Under the direction of the Executive Committee, he shall have the supervision and control of all the funds of the Corporation. He shall cause accurate books of account to be kept at all times reflecting the business of the Corporation. He shall have the supervision of all moneys and securities of the Corporation and the deposit thereof, in the name of the Corporation, in such banking institution or institutions as the Executive Committee shall designate. He shall collect all assessments and monies due MSBOA, as directed by the Executive Committee and pay all bills approved by the Executive Committee. He shall make reports to the Executive Committees respecting the business and the condition of the Corporation, including, without limitation, at the annual meeting. If so required by the Executive Committee, he shall give bond for the

faithful performance of his duties, in such amount and with such sureties as the Executive Committee shall require. He shall perform such other or additional duties as the Executive Committee require.

(iii) The Secretary shall record, in books kept for the purposes, all proceedings and votes of the Executive Committee at their respective meetings. He shall keep such records, books, papers and other documents as are required by law to be kept by the Secretary and shall open such to the inspection of the Executive Committee, render a financial report at the spring meeting; and submit Executive Committee roster to IAABO each year He shall give notices of Executive Committee meetings and all other notices required by the Bylaw. He shall perform such other or additional duties as may be directed by the Executive Committee.

E. DUTIES OF STATE BOARD INTERPRETER

The State Interpreter must: attend the annual IAABO Fall Interpretation meeting to be qualified as an Interpreter conduct at least one (1) State wide Interpretation meeting for the purpose of qualifying all local Board Interpreters; must be involved with MSBOA sponsors meetings/clinics that are held for the purpose of educating or recruiting Members; help Member Board Interpreters in educating their Members in the interest of uniformity and strict interpretation of the rules, the mechanics and techniques of good officiating; and act as the official Interpreter on all issues relative to the rules of basketball.

E. DUTIES OF PARLIAMENTARIAN

The Parliamentarian shall make recommendations to the Executive Board with respect to matters of parliamentary procedure, interpretation of the Corporation's Bylaws, interpretation of IAABO's Constitution, and issues of law relating to actions of the Executive Committee and Corporation.

**ARTICLE X – POWERS OF OFFICERS AND DELEGATES
TO CONTRACT WITH THE CORPORATION**

Any officer or Delegate of the Executive Committee, notwithstanding his official relation to it, may enter into, negotiate, consummate and perform any contract or agreement of any name or nature between the Corporation and himself, the intent hereof being to relieve each and every person who may be an officer or Delegate of the Executive Committee from any disability that might otherwise exist from contracting with the Corporation for the benefit of himself.

ARTICLE XI- GROUNDS FOR DISCIPLINE

A. Any individual IAABO Member in Massachusetts or any Massachusetts IAABO Board in violation of the IAABO Constitution, the, MSBOA Bylaws, or IAABO's or MSBOA's policies or decisions shall be subject to disciplinary action as determined by two-thirds (2/3) vote of the Delegates present at an Executive Committee meeting having a quorum. All such notification of disciplinary action by the MSBOA shall be by certified mail with return receipt.

B. Upon notice in writing of any alleged non-compliance from any source to the MSBOA, the MSBOA Secretary shall notify, in writing, the Secretary of the Member Board of which the offending Member is enrolled or the Member Board if it is alleged to be in non-compliance. The Secretary of said Member Board shall notify the offending Member or the Member Board, as the case maybe, by certified mail with return receipt requested, that immediate failure to cure the alleged non-compliance may result in disciplinary action, including, without limitation, suspension and/ or fine.

C. All Members or Member Boards so notified shall respond within 10 days of receipt of said notice to the MSBOA Secretary of intent to comply, reasons for failure to comply, or denial of any non-compliance. In the event the offending Member or Member Board fails to respond in writing, they shall be considered to be in non-compliance.

D. Upon expiration of the 10 day reply requirement, the President shall call a meeting of the Executive Committee for the purpose of considering if discipline is warranted within sixty (60) days. The two-thirds (2/3) vote of the Delegates present at the Executive Committee meeting shall be required for the decision in all matters involving disciplinary action. The alleged non-compliant Member or Member Board shall be given notice of such meeting and shall have the right to present evidence and otherwise be heard in person, or with a representative, or by written statement made by him or his representative.

E. Notice of the discipline enacted above shall be given in writing to the offending Member or Member Board by certified mail, return receipt, with copies thereof, in the case of an individual to his Member Board's Secretary. The Member Board's Secretary, in the event of suspension of a Member, shall notify the various league commissioners and/or athletic directors. All expenses incurred in mailing or otherwise; in the event of suspension and/or fines, shall be borne by the offending individual or Member Board.

ARTICLE XII – CHECKS, NOTES, DRAFTS AND BILLS OF EXCHANGE

All checks, notes, drafts and bills of exchange and other orders for the payment of money made or endorsed by the Corporation shall be signed or endorsed by such officer or officers or such other persons, if any, specifically designated by the Executive Committee to sign or endorse such instruments or any particular instrument, and persons so specially designated are hereby authorized to sign or endorse such

instruments. Each such person shall give bond, if so required by the Executive Committee, in such amount and with such sureties as the Executive Committee shall specify.

ARTICLE XIII – FISCAL YEAR

The fiscal year of the Corporation shall be the period of twelve months ending with and including the last day of March of each calendar year.

ARTICLE XIV - SEAL

The seal of the Corporation shall be in such form and shall bear such inscription as the Executive Committee shall determine.

ARTICLE XV – INDEMNIFICATION

Every Delegate, officer, employee and other agents of the Corporation and persons who serve at its request as Delegates, officers, employees, or other agents of another organization in which it has an interest shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may become a party or in which he may be involved by reason of his having been a Delegate, officer, employee, or other agent of the Corporation or any settlement thereof, whether or not he is a Delegate, officer, employee or other agent of the Corporation at the time such expenses are incurred except in such cases wherein the Delegate, officer, employee, or other agent of the Corporation is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. It is further provided, however, that said party so indemnified shall acknowledge and agree that he will repay such payment, if it shall be determined or adjudicated that he was not entitled to indemnification under such provisions of Massachusetts General Laws, Chapter 180, Section 6. No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the responsible belief that his action was in the best interest of the Corporation. In the event of a settlement, the indemnification herein shall apply only when the Executive Committee approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Delegate, officer, employee may be entitled. The Corporation may purchase and maintain insurance on behalf any person who is or was a Delegate, officer, employee or other agent of the Corporation or is or was serving at the request of the Corporation as a Delegate, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

ARTICLE XVI - BYLAW AMENDMENTS

The Secretary of the MSBOA shall be notified in writing of any proposed change to the Bylaws forty-five (45) days prior to a scheduled meeting of the MSBOA. A copy of the proposed amendment shall be sent to the Secretary of each Member Board thirty (30) days prior to a scheduled meeting of the Executive Committee. Any amendment to the Bylaws which meets with the approval of two-thirds (2/3) vote of the Executive Committee meeting and will become effective immediately.

ARTICLE XVII - MISCELLANEOUS

A. As used in this Constitution, words of any gender shall be construed to include any other gender. Words in the singular number shall be construed to include the plural, unless the context otherwise requires.

B. If there is any conflict with these Bylaws and the Articles of Organization, The Articles of Organization shall control.

C. If there is any conflict with these Bylaws and the Massachusetts General Laws, The Massachusetts General Laws shall control.

D. If there is any conflict with these Bylaws and the IAABO Constitution, the IAABO Constitution shall control.

ADOPTED NOVEMBER 25, 2012