

**BY-LAWS OF THE NORTHERN CALIFORNIA
FOOTBALL OFFICIALS ASSOCIATION,
A Not-For-Profit Corporation of the State of California**

ARTICLE I - NAME

- Section 1. **NAME.** The name of this Association shall be the Northern California Football Officials Association, a Not-For-Profit Association of the State of California (hereinafter "Association").
- Section 2. **PRINCIPAL OFFICE.** The Association's principal office shall be fixed and located in such place as the Board shall determine from time to time.

ARTICLE II – PURPOSES AND CODE OF ETHICS

- Section 1. **PURPOSES.** The purposes for which this Association are organized include, but are not limited to, the following:
- (a) Maintain the highest standard of officiating in the correct interpretation and application of The Football Rules of The National Federation of High Schools;
 - (b) Promote the welfare of sports, by securing close cooperation and understanding among players, administrators, fans, the press and officials;
 - (c) Encourage the spirit of fair play, safety and sportsmanship;
 - (d) Recruit, educate and admit new members to the Association;
 - (e) Work with organizations and associations connected with sports to further sports and all persons involved with sports;
 - (f) Provide educational programs to advance the skills of Association members;
 - (g) Provide programs to encourage public appreciation for the skill and professional competence of officials;
 - (h) Provide trained, competent football officials to serve California Interscholastic Federation schools of the Central Coast Section and San Francisco Section, located in Santa Clara, San Mateo and San Francisco counties and others as appropriate.

Section 2. **CODE OF ETHICS.** The Association adopts the following as a code of ethics:

- (a) Members must commit to the impartial and fair judging of sports competitions. Game decisions which are slanted by personal bias are dishonest and unacceptable.
- (b) Members must recognize that anything which may lead to a conflict of interest, either real or apparent, cannot be allowed. Gifts, favors, special treatment, privileges, employment or a personal relationship with a school or team can compromise the perceived impartiality of officiating and must be avoided.
- (c) Members are obliged to treat other officials with professional dignity and courtesy.
- (d) Members have a responsibility to pursue self-improvement continuously through study of the game, rules, mechanics and the techniques of game managements. They must represent accurately their qualifications and abilities when requesting or accepting officiating assignments.
- (e) Members shall protect the public (fans, administrators, coaches, players) from inappropriate conduct and shall eliminate from the officiating avocation/profession all practices which bring discredit to it.
- (f) Members shall not limit or restrain access to officiating, officiating assignments or association membership to duly qualified and competent sports officials. This also precludes decisions for membership or positions of leadership based upon economic factors, race, religion, age, creed, color, sex, sexual orientation, physical handicap, country or national origin.

ARTICLE III - MEMBERSHIP

Section 1. **DISCRIMINATION PROHIBITED.** There shall be no form of discrimination with regard to membership. No person shall be denied membership or access due to race, color, age, creed, religion, sex, sexual orientation, physical handicap, country or national origin.

Section 2. **MEMBERSHIP.** This Association shall be comprised of the following classes of membership.

Each and every class of membership is composed of independent contractors.

- (a) Regular: Comprised of individuals who are duly qualified officials; have complied with all the membership requirements of the Association; are in good standing; officiate athletic contests serviced by this association; and, have served as a probationary Member of the Association for at least one (1) year.
- (b) Honorary: May be extended by the Board to individuals who have rendered outstanding or extraordinary service on behalf of this Association. The terms, rights, duties and privileges of each honorary member shall be fixed by the Board.
- (c) Inactive: Comprised of individuals who were formerly duly qualified officials who were in good standing when they ceased to be Regular Members or Probationary Members and who no longer officiate athletic contests serviced by this Association.
- (d) Probationary: Described in Article III, Section 3.
- (e) Voting: Described in Article III, Section 5.

Section 3. **PROBATIONARY MEMBERSHIP.** This Association may accept individuals for membership pursuant to criteria to be established by this Association, and such applications for Probationary Membership shall be accepted or rejected by a majority vote of the Board. An applicant may be accepted as a Probationary Member for a period up to two (2) years, after which time the applicant shall be promoted to Regular Member, or have the Probationary Membership extended with voting member rights, or be disqualified as a Probationary Member and from membership of the Association, by a majority vote of the Board.

Section 4. **MEMBER IN GOOD STANDING.** A Member in good standing is a Member who has met the meeting attendance requirements, as noted in Article IV, Section 6, timely paid the annual dues, has liability insurance as provided by Article III, Section 9, passed the annual classification exam or the makeup exam, timely paid any fines, penalties and assessments, and has observed and complied with the By-Laws, rules, regulations, policies and philosophies of this Association. No Member may receive officiating assignments unless that Member is in good standing with this Association.

- Section 5. **VOTING MEMBER.** All Regular Members, and those Probationary Members extended voting member rights by a majority vote of the Board, who are in good standing shall be deemed to be Voting Members. Honorary, Inactive and other Probationary Members shall have no right to vote on any corporate matters of the Association. As a prerequisite to holding office, Directors and Officers shall be Voting Members.
- Section 6. **MEMBERSHIP AND GAME ASSIGNMENTS:** Game assignments are not a right. Membership status does not confer any commitment to receive any game assignment. There is no guarantee or promise that any member will receive a game assignment.
- Section 7. **RESIGNATION:** Any Member may resign by filing a written resignation with the Secretary, such resignation shall be presented to the Board by the Secretary at the first meeting after its receipt; but such resignation shall not relieve the resigning member of the obligation to pay any existing and unpaid dues, assessments or other charges.
- Section 8. **REINSTATEMENT:** Upon written request signed by a former member and filed with the Secretary, the Board may, by the affirmative vote of a majority of the Board, reinstate such former member to membership upon such terms as the Board may deem appropriate.
- Section 9. **LIABILITY INSURANCE:** Every Member shall obtain at the Member's cost, and keep in full force and effect at all times while officiating or assigning games for or on behalf of this Association, a liability insurance policy covering the Member for actions or omissions arising out of officiating or assigning. Such policy shall be in the amount of no less than one million dollars (\$1,000,000.00) per occurrence, not a claims made policy, and provide coverage for all officiating and assigning duties performed by the Member as a Member of this Association. Prior to each season, the Association shall require proof of such insurance be submitted to the Association. The Association, on behalf of each member of the Association, may assess each Member a fee to purchase liability insurance through a national officials organization, or directly through an accredited liability insurance company, to meet this insurance requirement.
- Section 10. **DISCIPLINARY ACTION OF A VOTING MEMBER.**
- (a) The Board may expel, suspend, or otherwise discipline a Voting Member for conduct which the Board deems detrimental to the best interests of the Association, including, without limitation, violation of any provision of these By-Laws, or any of the rules, regulations, code of ethics, policies or philosophies of the Association, including the delinquency in payment of fines, penalties, dues or assessments. The conduct and behavior of all

Members shall include, and extend beyond, actual officiating duties, including inadequacies as a football official, personal conduct, or any other circumstance or instance which is deemed detrimental to the interests of this Association.

- (b) The Board shall give a Voting Member who is the subject of the proposed disciplinary action fifteen (15) days notice of the proposed disciplinary action and the reasons therefore. The Voting Member may submit a written statement of response to the Board regarding the proposed action not less than five (5) days before the effective date of the proposed discipline. Prior to the effective date of the proposed discipline, the Board shall review any such statement submitted and shall determine the mitigation effect, if any, on the proposed discipline.

Section 11. **DISCIPLINARY ACTION OF A NON-VOTING MEMBER.** The Board may expel, suspend, fine or place on probation a non-voting Member (Honorary, Inactive, or Probationary without voting rights) with or without cause, with or without notice, for any reason, or no reason, as deemed appropriate by the Board.

A non-voting Member is not entitled to a review or hearing before the Board. The Board, in its sole discretion, may allow a non-voting Member to respond pursuant to the provisions of Article III, Section 10.

Section 12. **LEAVE OF ABSENCE.** Any Member in good standing, upon request of the Member in writing to the President, the Secretary or the Board, may request a leave of absence for a period of time not to exceed one year. The Member shall be placed on an inactive status and shall not be entitled to any rights and/or privileges of membership. After one year, the Member shall be restored to the prior Regular status upon the payment of the annual dues. Probationary Members have no right to request a leave of absence.

Section 13. **PAYMENT OF MEMBERSHIP DUES.**

- (a) Voting Members shall determine from time to time the amount of the initiation fee, if any, and annual dues payable by the classes of Members of the Association, the dates upon which payment is due and penalties for non-payment or failure to pay in a timely manner.
- (b) Dues shall become payable on or before the Spring Clinic. Dues for the following year may be deducted in advance from the last disbursement voucher upon written request submitted to the Treasurer by a Member.

- (c) A Member delinquent in the payment of dues shall be placed on dues probation, confirmed by written notice by mail/e-mail from the Treasurer, until the dues and a late fee are paid. A Member on dues probation may not be assigned any games until the dues and penalty are paid. If the dues and penalty remain delinquent for a period of ninety (90) days after written notification of the dues probation, the delinquent Member forfeits all rights and privileges of membership and may be expelled without further notice or hearing.

ARTICLE IV - MEMBERSHIP MEETINGS

- Section 1. **MEETINGS OF MEMBERS.** The Association shall hold no less than eight regular meetings during each fiscal year, plus a Spring and Fall Clinic. One of these meetings shall be designated as the annual meeting. Directors shall be elected at the annual meeting. Other proper business may be transacted at the annual meeting.
- Section 2. **SPECIAL MEETINGS.** Special meetings of the Members may be called from time to time by resolution of the Board, or by the President, or by the Secretary on behalf of and in response to the request in writing of at least one-third of the Voting Members. Such a request shall state the purpose of the proposed meeting and provide at least five (5) days notice by the Secretary to the Members, to include the date, time, place and purpose of the meeting. Non-agendized matters shall not be considered by the Voting Members at this special meeting.
- Section 3. **NOTICE OF MEETINGS OF MEMBERS.** Written notice of the schedule of each regular meeting of the Association and the two Clinics, stating the time, place and objective, shall be mailed/e-mailed by the Secretary to each Member in good standing at such address or e-mail address as appears on the books of the Association, no less than fourteen (14) days before the start of such scheduled meetings each year. Amendments to the meeting and /or Clinic schedules shall be announced at any regular meeting or Clinic with at least three (3) days notice to the Members.
- Section 4. **VOTING.** The presence of twenty-five percent (25%) of the Voting Members constitutes a quorum. Whenever any corporate action is to be taken by vote of the membership, it shall be authorized by a majority of votes cast (not counting abstentions) by the eligible Voting Members, except as otherwise expressly provided by the California Nonprofit Public Benefit Association Law (the "Law") or by these By-Laws. Proxy voting is not permitted.

Section 5. **PLACE OF MEETINGS.** Meetings of the Association shall be held at any place designated by the Board.

Section 6. **MEMBER ATTENDANCE REQUIREMENTS.**

- (a) Each Member shall be required to attend at least eighty percent (80%) of all regular and annual meetings and both the Spring and Fall Clinics of the Association. The Board, in its sole discretion, may make special arrangements for Members to miss regular meetings or Clinics if a Member gives written notification by mail/e-mail to any Board Member prior to the meetings or Clinics.
- (b) All absences from meetings or Clinics shall be recorded as unexcused unless an absent Member submits a written statement to the Board explaining the reasons for the absence prior to or within seven (7) days after a scheduled meeting and the Board accepts the reason.
- (c) Any Member upon failing to meet the attendance requirements of the Association shall be deemed to have resigned from the Association.
- (d) Attendance by the Members at the summer study sessions shall be voluntary, but is strongly recommended.

ARTICLE V - BOARD OF DIRECTORS

Section 1. **GENERAL POWERS AND DUTIES.**

- (a) The property, business and affairs of the Association shall be managed by its Board of Directors (the "Board" or "Directors"). The Board may exercise all such powers of the Association which are not by the Law, by the Articles of Incorporation, or by these By-Laws, directed or required to be exercised by the Members.
- (b) The Board shall have the authority and obligation to manage the Association in a proper and responsible manner, including, but not limited to the following:
 - (1) Investigate and consider any matter which, in its opinion, is of concern to the Association. It shall take the action deemed appropriate within the dictates of the Law and these By-Laws.

- (2) Formulate rules as may be prudent to govern the expenditure of funds in order that the Association's affairs might be properly conducted and obligations timely met.
- (3) Determine whether the necessary Association documents, records and other materials have been turned over by the preceding Members of the Board. The fact that this has been accomplished shall be reported to the Members at the next regular meeting. The Board shall take such action as it deems necessary if this has not been accomplished.
- (4) Formulate a fee schedule for the Members.
- (5) Pass upon the qualifications and conditions necessary for membership as provided in the Law and these By-Laws, and shall classify Members pursuant to Article III herein.
- (6) Approve or disapprove any game assignment(s) by the Game Assigning Secretary and may make any alternative game assignment(s).

Section 2. **COMPOSITION.** The total number of Directors shall be nine, consisting of Voting Members of the Association who shall be elected in staggered two year terms.

- (a) Five (5) Directors shall be elected in odd-numbered years for two-year terms, and four (4) Directors shall be elected in even-numbered years for two-year terms.
- (b) Each Director shall hold office until that Director's term ends, or until the death, resignation or removal of that Director occurs.

Section 3. **NOMINATIONS FOR ELECTION.**

- (a) Nominations may be made only by Voting Members; candidates nominated as Directors shall be Voting Members. A nomination must be accepted in person at a regular or annual meeting or in writing to the Board by that Voting Member prior to the vote.
- (b) At any regular meeting, at least twenty-one (21) days prior to the annual meeting and at the annual meeting, the Vice President shall call for nominations from the floor.
- (c) Thereafter, at the annual meeting the Voting Members first shall elect the Directors. After the elected Directors have been determined, nominations for Officers from among the newly

elected and still serving Directors shall be opened to the floor, followed by the election of Officers, per Art. VI, Section 8 of these By-Laws.

Section 4. **ELECTION OF DIRECTORS.** Following the expiration of the terms set forth in Section 2 of this Article V, Directors shall be elected by the Voting Members as follows:

- (a) The Voting Members shall cast their votes by secret ballot for all Directors of the same class at the same time, unless the nominated Voting Members equal the number of open seats. Each Voting Member shall be entitled to cast one vote for each seat in the class. These votes may not be cumulative, but each vote must be cast in favor of a different candidate. All nominations for the class must close before the first ballot is taken. After the Voting Members have cast their ballots, the candidates receiving the highest numbers of votes are elected.
- (b) The Directors shall be elected at the annual meeting in November of each year, and shall assume office January 1st of the following year.
- (c) Voting Members must be present at the annual meeting to vote.
- (d) In the event of a tie vote for any position for Director, there shall be a second vote for that position. In the event the vote still remains tied, the winner shall be determined by a coin toss conducted by the oldest Voting Member in attendance.

Section 5. **REMOVAL OF A DIRECTOR.** Except as otherwise provided herein or by the Law, a Director may be removed with or without cause, by a majority vote of the Voting Members whenever, in the judgment of such Voting Members, the best interests of the Association will be served thereby.

Section 6. **RESIGNATION.**

- (a) Subject to the provisions of Section 5226 of the Law, any Director may resign upon giving written notice to the President, the Secretary or the Board.
- (b) Such resignation shall take effect at any time specified therein; and, if not specified therein, upon receipt of the notice by any other member of the Board.

- (c) If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Section 7. **VACANCY.**

- (a) Any vacancy occurring on the Board, shall be filled immediately by a majority vote of the Directors then in office at a regular meeting or a special meeting of the Board. Vacancies may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director.
- (b) Each Director so elected to fill a vacancy shall hold office for the unexpired term of predecessor Director and as otherwise subject to these By-Laws.
- (c) The Voting Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.
- (d) No reduction of the authorized number of Directors shall have the effect of removing a Director prior to the expiration of that Director's term of office.

Section 8. **PLACE OF MEETINGS.** The regular or special meetings of the Board shall be held at any place which has been designated from time to time by resolution of the Board.

Section 9. **ANNUAL MEETING.** The Board shall hold an annual meeting for the purposes of organization, election of Directors and officers, and the transaction of other business. The annual meeting shall be held on a date and time as may be fixed by the Board.

Section 10. **REGULAR MEETINGS.** Meetings of the Board will be held without notice on such dates and at such times as may be fixed by the Board. The President shall preside over each regular, special and annual Board meeting.

Section 11. **SPECIAL MEETINGS.** Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or by any two (2) Directors. Notice of a special meeting shall be addressed or delivered to each Director at such Director's address or e-mail address as it is shown upon the records of the Association, or as may have been given to the Association by the Director for purposes of notice at least twenty-four (24) hours before any special meeting.

Section 12. **NOTICE.**

- (a) Annual and regular meetings of the Board shall be held upon at least seven (7) days notice by first class mail, or at least forty-eight (48) hours notice personally given or by telephone, voice mail, telegraph, telex, telecopier, electronic transmission, e-mail or other similar means of communication. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board needs to be specified in the notice or waiver of notice of such meeting.
- (b) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage pre-paid. Other written notice, including e-mail, shall be deemed to have been given at the time it is delivered/sent to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice is deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient's voice mail, or to a person, at the office or residence of the recipient, the person giving the notice has reason to believe the message will be communicated promptly to the intended recipient.

Section 13. **WAIVER OF NOTICE.** Notice of any meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such Director, prior thereto or at its commencement. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. **QUORUM.**

- (a) A majority of the Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 16.
- (b) Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by the Law, the Articles, or these By-Laws, except as provided in subsection (c) herein.
- (c) A meeting at which a quorum is present initially may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required

quorum for such meeting; provided, that the Board only can take action pursuant to this subparagraph (c) on items included in the agenda for the meeting.

- Section 15. **MEETINGS BY CONFERENCE TELEPHONE.** Directors may participate in a meeting of the Board or a committee meeting through use of a conference telephone or similar communications equipment so long as all Directors participating in such meeting can speak to and hear one another.
- Section 16. **ADJOURNMENT.** A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of such adjourned meeting need not be given to absent Directors if the time and place be fixed at the adjourned meeting, except as provided hereinafter. If the meeting is adjourned for more than 24 hours, reasonable notice of any adjournment to another time or place shall be given to the Directors who were not present at the time of the adjournment.
- Section 17. **ACTION BY BOARD WITHOUT A MEETING.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee shall consent individually or collectively in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto shall be filed with the minutes of the proceedings of the Board or committee.
- Section 18. **RIGHTS OF INSPECTION.** Each Director shall have the absolute right at any reasonable time to inspect and copy, at that Director's expense, all Association books, records and documents of every kind and to inspect the physical properties of the Association.
- Section 19. **REVIEW OF BOARD ACTION.**
- (a) Upon the written request of three (3) or more Directors, the Secretary shall submit any action or resolution passed or rejected by the Board to the Voting Members of the Association, with at least seven (7) days notice to the Members, at the next regular meeting of the Association. The Board shall be bound by the result of the majority of votes cast on that action or resolution at such meeting of the Voting Members
 - (b) Alternatively, upon the written or verbal request of ten percent (10%) of the Voting Members at any regular meeting of the Association, the Secretary shall submit any action or resolution passed or rejected by the Board to the Voting Members of the

Association, to be voted upon at the next regular meeting of the Association, with at least seven (7) days notice to the Members. The Board shall be bound by the result of the majority of votes cast on that action or resolution at such meeting of the Voting Members.

Section 20. **MEMBER ATTENDANCE AT BOARD MEETINGS.** Upon application to the President, any Voting Member of the Association may attend meetings of the Board, except for those portions of the meetings held in Executive Session or where attendance would be difficult due to the circumstances of the meeting. Any Member may submit for the Board's consideration matters of interest or importance to the Association; but such Member may not vote, and may not partake in the Board discussion, except as permitted by the Board.

Section 21. **FEES AND COMPENSATION.**

- (a) Directors shall not receive any compensation for their services as Directors or as members of committees or commissions, but reimbursement or advancement may be made for any expenses incurred or paid by them for the benefit of the Association. This does not preclude any Director from serving the Association in any other capacity and receiving compensation in that capacity.
- (b) The Association shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless approved by the California Attorney General; provided, however, that the Association may advance money to a Director or officer of the Association for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, provided that in the absence of any such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Association. Subject to the provisions of any state Law, nothing contained in this Section herein shall be construed to preclude any Director from serving the Association in any other capacity as an officer, agent or otherwise and receiving compensation therefore.

Section 22. **INTERESTED TRANSACTIONS PROHIBITED.** No Director shall enter into any interested or self-dealing transaction with the Association except as may be in compliance with Section 5233 of the Law.

Section 23. **STANDING OR SPECIAL COMMITTEES.**

- (a) If the Board determines that the management of the Association would be benefited by the establishment of one or more standing or special committees, the Board may establish one or more such

committees. Members of any such committees will include at least two (2) Directors.

- (b) The terms “standing committee” or “special committee” shall mean any committee, appointed by the Board for a specified term not to exceed the incumbent Board’s term, which is authorized by specific delegation, without further Board action, to consult on, make and/or implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board.
- (c) The establishment of a standing or special committee shall be affected by a resolution of the Board approved by the vote of the majority of the Directors then in office, which specifically sets forth the powers and duties, if any, delegated to such committee and specifically identifies the committee as a “standing committee” or “special committee.”
- (d) Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chairman of each such standing or special committee; and meetings of standing or special committees may be called by the Board, the President, or the chairman of the standing or special committee.

Section 24. **ADVISORY COMMISSIONS.** The Board or the President may appoint such advisory commissions as deemed appropriate, consisting of Directors or persons who are not Directors but are Voting Members; Advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chairman of each such advisory commission, and meetings of advisory commissions may be called by the Board, the Executive Committee, the President or the chairman of the advisory commission.

Section 25. **LIMITATIONS UPON COMMITTEES AND COMMISSIONS.** No committee or commission of the Board shall have any of the authority to grant, amend, authorize, or approve:

- (a) The approval of any action for which the Law also requires approval of the Voting Members;
- (b) The filling of vacancies on the Board or on any committee or commission which has the authority of the Board;

- (c) The amendment or repeal of By-Laws or the adoption of new By-Laws;
- (d) The approval of any self-dealing transaction, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law subject to ratification by a majority of the Directors then in office (without counting the vote of any interested Director) at the next meeting of the Board.

ARTICLE VI – OFFICERS

Section 1. **OFFICERS.** The elected officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and a Game Assigning Secretary. The Board may appoint such Voting Members as additional officers as the Board determines to be prudent or necessary to operate the business of the Association, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Board from time to time determines.

Section 2. **PRESIDENT.** The President shall be the chief executive officer of the Association and, subject to the control of the Board, shall:

- (a) Provide leadership and broad guidance to the Association in all its activities;
- (b) Preside, when present, at the meetings of the Voting Members and at the meetings of the Board;
- (c) Nominate members of the Board and/or Voting members to committees and commissions, as defined in Article V, Sections 23, 24, and 25, as and when needed subject to the approval of a majority of the entire Board and without prejudice to the rights of all Board members to make such nominations;
- (d) Have the general powers and duties usually vested in the office of President of a nonprofit organization;
- (e) Prepare and submit an annual report covering the Associations activities for the twelve months ending on the date of the annual meeting;
- (f) Have such other powers and duties as may be prescribed by the Board or by these By-Laws.

- Section 3. **VICE-PRESIDENT.** The Vice-President shall assist the President in the discharge of the President's duties; shall assume the duties of the President in the latter's absence; and, shall perform such other duties as may be assigned from time to time by the Board. The Vice-President shall be the Elections Officer when any matter is presented to the Voting Members for action.
- Section 4. **TREASURER.** The Treasurer shall be the chief financial officer of the Association, have custody of all funds, securities, evidence of indebtedness and other valuable documents, and deposit funds and securities in the name and to the credit of this Association in a bank or depository. The Treasurer may invest such funds under the supervision of the Board in such investments as may comply with Section 5240 of the Law. The Treasurer shall keep in appropriate books an accurate account of all money received and paid out. The Treasurer shall render a report of the funds, receipts and disbursements of the Association annually to all Members at the Spring meeting, and in a monthly report to the Board. The Treasurer shall receive a yearly compensation as determined by the Board, in addition to any reimbursement for expenses of the Association. The current compensation is \$1000.00, which may be adjusted to account for inflation.
- Section 5. **SECRETARY.** The Secretary shall keep the minutes of the proceedings of all Board and meetings of the Members, certify official records, maintain a list of names and addresses of all Members, and issue notices of meetings of the Members and of the Board. The Secretary shall keep, or cause to be kept, the original or a copy of the Association's Articles Of Association and By-laws, as amended to date. The Secretary shall be the custodian of all records except those specifically designated to the Treasurer, and shall exhibit them at any reasonable time to any Board member.
- Section 6. **GAME ASSIGNING SECRETARY.** The Game Assigning Secretary is elected by the general membership for a period of two years. The Game Assigning Secretary submits games assignments subject to the approval of the Board as set forth in Article V, Section 1(b).
- (a) The Game Assigning Secretary may or may not be a member of the Board of Directors.
 - (b) The Game Assigning Secretary shall be an officer of the Association. However, this officer will not be a member of the Board of Directors, nor have any power of the Board, unless having been elected to such position in accord with Article V, Sections 3 & 4.

- (c) The annual compensation for the Game Assigning Secretary shall be determined by the Board; it is now \$1000.00. The compensation may be apportioned and divided at the Board's discretion if more than one Game Assigning Secretary is appointed in a fiscal year.

Section 7. **ELECTIONS OFFICER.** The Vice-President shall be the Elections Officer, who shall conduct the election process for Directors and Officers and the voting process for By-Law changes and other business decisions that require a vote of the Members.

Section 8. **NOMINATION FOR AND ELECTION OF OFFICERS.**

- (a) Following the election of Directors, under the provisions of Articles V, Sections 3 & 4, nominations will be taken for the five officer positions at the annual meeting. These nominations will be taken from the floor at the annual meeting. A nomination for any office may be accepted or declined by proxy.
- (b) Nominations first will be taken for the office of President. Upon the close of nominations, the election for that office will be held.
- (c) Nominations and elections, separately for each office, then will follow for the remaining offices in this order: Vice-President, Treasurer, Secretary, Game Assigning Secretary.
- (d) The office of Game Assigning Secretary shall be elected at the annual meeting, upon the expired two year term of that office.
 - (1) Any Voting Member may be nominated to this office.
 - (2) Nominations to this office may or may not include elected Directors.

Section 9. **REMOVAL AND RESIGNATION.**

- (a) The President, the Vice-President, the Secretary and the Treasurer can be removed only under the provisions of Article V, Section 5 of these By-Laws. Any other officers may be removed at any time, with or without cause, by the vote of two-thirds of the entire Board, or by a majority vote of the Voting Members.
- (b) Any officer may resign at any time by giving written notice to the President or the Secretary of the Board. Such a resignation shall take effect at the date of the receipt of such notice or at any later

time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- (c) Removal from or resignation of an office also shall cause the forfeiture of position on the Board of Directors.

Section 10. **VACANCY.**

- (a) A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-Laws for regular election or by the Board's election to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.
- (b) A vacancy for an elected office shall be filled in the same manner as a Board member vacancy pursuant to Article V, Section 19 (b), except that the office of Game Assigning Secretary may be any Voting Member elected by majority vote of the Board, if the vacating Game Assigning Secretary was not a Director.
- (c) Any elected officer may be replaced by any Voting Member then serving on the Board.

ARTICLE VII - RULES AND REGULATIONS

Section 1. **RESTRICTIONS ON ACTIVITIES OF MEMBERS.**

No Regular or Probationary Member of this Association may:

- (a) Conduct a clinic on officiating football within the areas of the leagues served without permission of the Board.
- (b) Solicit in any manner, whether directly or indirectly, officiating assignments from Coaches, Commissioners, Athletic Directors or others within the service area of the Association.
- (c) Accept football assignments in the Association service area with an official who does not belong to this Association, unless the Game Assigning Secretary of this Association has assigned that official.
- (d) Accept game assignments from other organizations within or outside the Association service area without reporting such games to the Game Assigning Secretary.

- (e) Play or coach in any game for which this Association assigns officials without permission of the Board.

Section 2. **VIOLATIONS OF ASSOCIATION MEMBERSHIP.** Violation of Article II, Section 2 and Article VII, Section 1 of this Article shall be referred to the Board for action as it deems appropriate, which may include disciplinary action, but is not limited to, fines, reduction in Member designation and/or expulsion from the Association. The following matters are subject to a schedule of fines and penalties as determined by resolution of the Board, which are currently set as indicated:

- (a) Any Regular or Probationary Member who misses the Spring Clinic without a stated valid reason submitted within seven (7) days of the meeting (\$25.00).
- (b) Any Regular or Probationary Member who misses the Fall Clinic, without a stated valid reason submitted within seven (7) days of the meeting (\$25.00).
- (c) Any Regular or Probationary Member who misses a game assignment without giving at least twenty-four (24) hour notice to the Game Assigning Secretary is assessed that member's missed game fee.
- (d) Any Member who fails to pay the annual dues by the Spring Clinic (\$15.00).

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Section 1. **FISCAL YEAR.** The fiscal year of the Association shall end on the 31st day of December in each year.

Section 2. **DEPOSITORIES.** The Board and an Officer designated by the Board shall appoint banking institutions, financial institutions or other depositories in which shall be deposited from time to time the money or securities of the Association.

Section 3. **CHECKS, DRAFTS AND NOTES.** All checks, other orders for the payment of money, or other evidence of indebtedness issued in the name of the Association shall be signed by such Officer or Officers or agent or other authorized individual appointed by the President and confirmed by the Board, and in the manner designated by the Board (i.e., two signature requirement).

Section 4. **CONSTRUCTION AND DEFINITIONS.** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Public Benefit Association Law shall govern the construction of these By-Laws.

Section 5. **ANNUAL REPORT.** The Board shall cause an annual report to be furnished to the Directors and voting Members not later than 150 days after the close of the Association's fiscal year. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such accountant's report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association. The annual report shall contain in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expense or disbursements of the Association, for both general and restricted purposes, during the fiscal year; and,
- (e) Any information required by Chapter X, Section 6.

Section 6. **ANNUAL STATEMENT OF TRANSACTIONS AND INDEMNIFICATION.**

- (a) The Association shall furnish annually to its Voting Members and Directors a statement of any covered transaction or indemnification described below, if such covered transaction took place. Such annual statement shall be sent with annual report Described in Article VIII, Section 5 herein.

A covered transaction is a transaction where the Association was a party, and in which any Director or Officer had a direct or indirect material financial interest (excluding an interest common to all Members).

- (b) The statement shall describe briefly the amount and circumstances of any indemnification or advances during the fiscal year to any Director or Officer aggregating more than \$1,000 and include the names of the interested persons involved, such person's

relationship to the Association, the nature of the interest in the transaction, and the amount of such interest.

- Section 7. **INDEMNIFICATION.** The Association shall indemnify, to the maximum extent permitted by the Law, each Regular or Probationary Member, Director or Officer against expenses, judgments, fines, settlements and other amounts personally incurred in connection with any proceeding arising by reason of the fact that such person is or was acting within the scope and authority as an agent of the Association. The Board, in its discretion, may provide by resolution for any such indemnification, or advance of expenses to Senior or Probationary Member, Director or Officer and likewise may refuse to provide any such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.
- Section 8. **NON-LIABILITY OF MEMBERS.** Members shall not be personally liable for debts, liabilities or obligations of this Association.
- Section 9. **INSPECTION OF ARTICLES AND BY-LAWS.** The Secretary shall keep the original or a copy of the Association's Articles and of these By-Laws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. The Association upon the written request of any Voting Member shall furnish, at that voting Member's expense, a copy of the Articles or By-Laws as amended to date to that voting Member.
- Section 10. **INSURANCE.** The Association shall have the power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Association will have the power to indemnify the agent against such liability under the provisions of Section 7 herein above; provided, that the Association shall have no authority to purchase and maintain such insurance to indemnify any agent of the Association for a violation of Section 5233 of the Law.
- Section 11. **PARLIAMENTARY PROCEDURES.** The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order the Association may adopt.
- Section 12. **ENDORSEMENT OF DOCUMENTS AND CONTRACTS.** Subject to the provisions of applicable law, no note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Association and any other person shall be valid and binding on the

Association unless the signing officers had the authority to execute the same. Unless so authorized by the Board, no Officer, Director, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 13. **INDEPENDENT CONTRACTORS.** This Association shall not hire any employees for the Association without the approval of the voting Members. The game Assigning Secretary/Secretaries and Treasurer, who are designated to receive compensation pursuant to these By-Laws, shall be compensated as independent contractors, and not as employees, as a condition of their acceptance of their positions. Each Member who accepts game assignments, for which the Member is compensated, does so with the express understanding that each Member is an independent contractor, and not an employee of the Association. Game fees distributed by the Association to each Member are done as a matter of convenience, and not employment, by the Association; and Members agree that they are independent contractors as a condition precedent to receiving and accepting game assignments and fees.

Section 14. **PROPERTY RIGHTS OF MEMBERS.** No person shall have any interest in the property of the Association. Upon the dissolution of this Association, all assets shall be distributed pursuant to the Law.

ARTICLE IX – AMENDMENTS

Section 1. **AMENDMENTS.** These By-Laws and Articles of Incorporation may be amended or repealed by approval of the Voting Members or by approval of the Board as stated herein; provided, that Voting Members must approve any action that would: (a) materially and adversely affect the rights of Members as to voting, dissolution, or the classification of memberships; (b) increase or decrease the number of classes of membership; (c) affect an exchange, reclassification or cancellation of all or any part of the number of memberships; or (e) change the number of Directors, or change from a fixed to a variable number of Directors.

Section 2. **BY-LAWS.**

- (a) New By-Laws may be adopted or current By-Laws may be amended or repealed by the vote of two-thirds (2/3) of the Voting Members, except as otherwise provided by the Law.
- (b) In addition to the right of the Voting Members in subparagraph (a) to adopt, amend or repeal By-Laws, and except as otherwise provided in the Law, these By-Laws may be adopted, amended and

repealed by the Board by a two-thirds (2/3) vote of the Directors present and voting (but not less than a majority of the entire Board) at a Board meeting.

Section 3. **ARTICLES OF INCORPORATION.** The Articles of Incorporation may be amended if approved by a two-thirds (2/3) vote of the Voting Members, except as otherwise provided by the Law; and the Articles of Incorporation may be amended if approved by a two-thirds (2/3) vote of the Directors present and voting (but not less than a majority of the entire Board) at a Board meeting.

Section 4. **ADOPTION.** I hereby certify that the foregoing amended By-Laws were validly adopted at the meeting of the Voting Members held at Millbrae, California, became effective on that date and repealed and suspended all previous By-Laws, and are the current By-Laws of the Northern California Football Officials Association.

Brent Baumann
Secretary,
Northern California Football Officials Association

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