

USA OFFICIALS ASSOCIATION CONSTITUTION/BYLAWS

10/18/2020

ARTICLE I. NAME

The name of this organization shall be designated and known as the USA Officials Association.

ARTICLE II. PURPOSE

- A. Educate our members through classes, programs, meetings and clinics designed to improve the quality of officiating.
- B. Provide a high caliber of officiating for interscholastic contests between MHSAA member schools and for MHSAA tournament contests to which our members are assigned.
- C. Maintain the status of an "Approved Association" as defined by the MHSAA.
- D. Provide mutual support to Association members through a professional approach to high school athletic officiating.
- E. Promote the MHSAA "Code for Athletic Officials."
- F. Recruit new members to our association.

ARTICLE III. MEMBERSHIP

- A. Membership in this Association shall be extended to all individuals who understand and support the purpose of the USA Association, upon application and acceptance according to the Association constitution.
- B. Membership shall be of the following types:
 1. Active. An active member is one who is properly registered and in good standing with the MHSAA for the current year and who is current in his/her Association dues.
 2. Inactive. An inactive member is one who is not registered or not in good standing with the MHSAA; and/or not current in his/her Association dues.
 3. Honorary. An honorary member is one who is nominated for membership in the Association by virtue of his/her support of the purpose of the Association and evidence of commitment to officiating. An honorary member shall meet all membership requirements except MHSAA registration and the local dues obligation.
- C. Application for Membership.
 1. Active. Application for membership shall be made to the Secretary-Treasurer on an Association application form and shall be

accompanied with the dues for that fiscal year (July 1 to June 30) and proof of the applicant's current MHSAA registration.

2. Honorary. Nominations for honorary members shall be made from the membership and will be confirmed by a two-thirds majority of Association membership.
1. Membership Privileges.
 1. Active members are entitled to one vote in the conduct of Association business and are eligible to hold an office.
 2. Honorary members may not vote or hold elected office but may serve in any other capacity to which they are appointed by the President.
 3. Inactive members may not vote or hold elected or appointed offices.
2. Membership Responsibilities.
 - A. Maintain current registration with the MHSAA except in the case of honorary members.
 - B. Follow the MHSAA "Code of Conduct for Officials."
 - C. Maintain conduct which reflects professionalism as an official and which will bring credit to the Association and its members.
 - D. Attend USA meetings and USA training programs and attend all MHSAA rules meetings (live or online) in sports for which you are registered.
 - E. Develop officiating skills to the highest possible level of competency.
 - F. Honor all contracts assigned to you. Any substitutions that are necessary must be done through the assigner in that sport.
 - G. Volunteer to work at least one scrimmage per season for sports in which you are registered.
3. Resignation.
 1. A member not in default of dues and who in all other ways is a member in good standing may at any time file for resignation in writing with the Association. It shall be effective as of the date it was filed.
4. Censure, Suspension, Expulsion.
 1. The Executive Board of the Association shall have the power to censure, suspend or expel any member or Executive Board member for failure to fulfill membership responsibilities. (See Art. III E.)

2. The member or Executive Board member shall receive written notice of any and all charges against him/her and shall receive such notice by certified mail. After receiving such notice, a member shall have a right to a hearing before the Executive Board before any disciplinary action is taken.
3. The Executive Board shall issue a written decision regarding the disciplinary action taken against the member or Executive Board member and shall send a copy of said decision to the member by certified mail and shall also send a copy of said decision to the MHSAA.
4. If the member or Executive Board member waives his/her right to a hearing, then the decision of the Board shall be final.

ARTICLE IV. ELECTIONS

1. Election years for President and Secretary/Treasurer will be voted on every 4 years, beginning in 2015: 2019, 2023, 2027, etc.
2. The Vice President and 2 At-Large members (Currently Lori Spelde and Ryan Kelley) would be voted on every 4 years, beginning in 2016: 2020, 2024, 2028, etc.
3. The 2 other At-Large members (currently Darric Roesler and Chuck Hulce) would be voted on every 4 years, starting in 2017: 2021, 2025, 2029.
4. The President shall appoint a nominating committee in February composed of a cross section of USA membership, to secure a slate of candidates for the offices of the Association. The nominating committee shall conduct the election, count the ballots and announce the results. The newly elected officers shall take office immediately following the meeting to elect.
5. The voting shall be by secret ballot with those candidates who receive the most votes by vote of members present and sufficient to elect including email ballots. Only active members may cast a ballot.
6. Special elections as deemed necessary by a majority vote of the Executive Board may be held at any time.

ARTICLE V. MEETINGS

- A. The date, location and time of all meetings (business and training) shall be determined by the Executive Board and be announced annually.
- B. Only at business meetings may voting matters relative to the Association be considered.
- C. A business meeting may be called by the Association President or by a majority of the Executive Board.

- D. Robert's Rules of Order shall govern the business meetings in all cases to which they are applicable and in which they are consistent with these bylaws or any special rules that have been made by the Executive Board.
- E. According to the USAOA By-Laws, officials must attend a minimum of 60% of sports-specific training sessions in which you are registered to be granted MIGS status. Therefore, officials should plan on attending a minimum of three (3) sessions. If we can schedule USAOA-approved training scrimmages, officials will be given a maximum of one session credit toward the required 3 credits necessary for MIGS status.

ARTICLE VI. EXECUTIVE BOARD

1. Eligibility

- 1. A person shall be eligible to be a member of the Executive Board who is currently an active member of the Association for at least one year prior to the date of the election or appointment.

2. Board Composition.

- 1. There shall be eight members of the Executive Board which will consist of the President, Vice President, Secretary-Treasurer, four At Large delegates and the Recruiting/Mentor Coordinator. The Recruiting/Mentor Coordinator will be a non-voting member of the Board.

3. Election.

- A. The membership shall elect the persons to serve on the Executive Board.
- B. The length of service for the President and Vice President for one term shall be four (4) years.
- C. Election will be held during the Spring business meeting of the correct year.

- 4. Each eligible member may vote for any number of candidates but is limited to the number of positions up for election.
- 5. The candidates with the most votes will be elected to the Executive Board and will take office following the Spring general meeting of the year of said election.
- 6. If there is a tie between any number of candidates which would elect more persons than there are positions, then those candidates will be in a run-off election until the tie is broken.
- 7. Vacancies.

- A. The Executive Board shall fill any vacancy for unexpired terms of members of the Executive Board who either resign or are expelled from their position.
8. Quorum.
 - A. A majority of the Executive Board shall constitute a quorum.
 9. Powers.
 1. The executive power of the Association shall be vested in the Executive Board which shall have charge of the property, control and management of the affairs and funds of the Association. The Executive Board shall have the power and authority to do and to perform all acts and functions consistent with the bylaws of the Association.
 2. The Executive Board shall, in its approval of the Association's annual fiscal report, approve the expenses of the Association.
 10. Conflict of Interest. 1. All members of the Executive Board must sign a "non-conflict of interest" document upon taking office.

ARTICLE VII. OFFICERS

1. Election.
 1. The active members shall elect the following officers: President, Vice President, Secretary-Treasurer and Four At-Large members. A plurality vote by the active members will decide each officer position. The position of Recruiter/Mentor Coordinator shall be a one year appointment by the entire board.
2. President
 - A. The President shall preside over business meetings and meetings of the Executive Board.
 - B. The President shall serve as a liaison with the MHSAA and other school officials.
 - C. The President shall assume any other responsibility as delegated by the Executive Board.
3. Vice President
 - A. The Vice President shall assume any responsibilities that cannot be fulfilled by the President and other duties delegated by the President.

4. Secretary-Treasurer

- C. The Secretary-Treasurer or designated representatives shall keep minutes of business meetings and Executive Board meetings and present such at the next business meeting and to keep copies of minutes for Association records.
- D. The Secretary-Treasurer shall make a secretarial report of each general business meeting.
- E. The Secretary-Treasurer shall make and maintain a mailing list of schools and other local sponsors of athletic contests.
- F. The Secretary-Treasurer shall make a financial report at each business meeting.
- G. The Secretary-Treasurer shall keep records of assets, liabilities, income and disbursements of the Association.
- H. The Secretary-Treasurer shall be responsible for annual dues collection.
- I. The Secretary-Treasurer shall pay all bills accrued by the Association through Association accounts.
- J. The Secretary-Treasurer shall provide an annual budget report and income statement to the President and Executive Board and assume any other responsibility as delegated by the Executive Board.

5. Sport-Specific Training Directors

These individuals shall recommend policy to the membership and Executive Board and any other duties assigned by the Executive Board and shall be compensated at the discretion of the Executive Board.

The Sport-Specific Directors shall be knowledgeable and an experienced official in his or her respective sport. There shall be a Sport-Specific Director for each sport in which the Association has member officials.

ARTICLE VIII. MEMBERSHIP ASSETS

Dues for the following year will be determined prior to the spring business meeting and shall apply to the Association membership year which begins July 1 and ends June 30. Dues will be due and payable from July 1st of each calendar year.

Dues will be used to promote the Association and its activities and are to remain a part of the Association's financial accounts.

Failure to pay annual dues within 30 days after the due date (July 31) will result in the assessment of a late fees penalty and all privileges of membership shall be suspended until all arrears are paid in full. In addition, all USAOA Executive Board members must have paid current annual dues to both the MHSAA and USAOA by said date.

Honorary members are excluded from payment of dues.

The Executive Board, upon receipt of written application may waive, suspend or reduce the dues of any member for the fiscal year for good reason.

ARTICLE IX. AMENDMENTS

These bylaws of the Association may be amended by a two-thirds vote of the members of the Association.

A proposed amendment must be in writing and sent to the membership at least 30 days prior to voting on the amendment. The time and method of voting will be determined by the Executive Board.

ARTICLE X. DISSOLUTION

If for any reason this Association fails to exist in the future, the assets of the Association shall be donated to the Michigan High School Athletic Association.

ARTICLE XI. PERMANENT COMMITTEES

Permanent Committees will be created and eliminated by the Executive Board as necessary.

Each Committee will bring recommendations to the Executive Board for final approval and action.

ARTICLE XII. EXPENDITURES

Expenditures up to \$100 may be made without prior approval of the Executive Board. Those expenditures may be made only by the President, Vice-President and Secretary-Treasurer of the USA Officials Association.

Expenditures of the USA Officials Association over \$100 must have prior approval of the Executive Board.

ARTICLE XIII. BANKING AND CHECKING APPROVAL

The Executive Board shall select a local bank for the deposit of dues and other income.

Any disbursements shall be made by check with signatures of the Secretary-Treasurer and the President.

ADDENDA: Exhibit A
USA Officials Association

Conflict of Interest and Annual Statement Policies
Article I. Purpose

The purpose of this Executive Board Conflict of Interest Policy is to protect USA Association interests when it is contemplating entering into a transaction or other arrangement that might benefit the private interests of an executive officer or any other member of the Executive Board or might result in a possible excess benefit transaction.

This policy is intended to supplement, but not replace, any applicable State and Federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

This policy is also intended to identify “independent directors.”

Article II. Definitions

Interested Person: Any Executive Officer, Executive Board member or member of a committee with governing board delegated powers who has a direct financial interest, as defined below, is an interested person.

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

An ownership or investment interest in any entity with which USA Officials Association has a transaction or an arrangement.

A compensation arrangement with USA Officials Association or with any entity or individual with which USA Officials Association has a transaction or arrangement.

A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which USA Officials Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Board decides that a conflict of interest exists, in accordance with this policy.

Article III. Procedures

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board.

Recusal of Self. Any Executive Officer or Executive Board Member may recuse himself/herself at any time from involvement in any decision or discussion in which the Executive Officer or Executive Board member believes may lead to a conflict of interest, without going through the process for determining whether a conflict of interest exists.

Determination of Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists

D. Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the Executive Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction arrangement involving the possible conflict of interest.

The President of the Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Executive Board shall determine whether USA Officials Association can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested directors, whether the transaction or arrangement is in USA Officials Association's best interest, 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 or arrangement.

E. Violations of the Conflict of Interest Policy.

If the Executive Board 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.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV. Records of Proceedings

The minutes of the Board and all committees with Board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V. Compensation

A voting member of the Board who receives compensation, directly or indirectly, from the USA Officials Association for services rendered, is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from USA Officials Association for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Executive Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the USA Officials Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI. Annual Statements

Each Executive Officer and Executive Board member with Board delegated powers shall sign a statement annually which affirms that such person:

Has received a copy of the Conflict of Interest Policy.

Has read and understands the policy.

Has agreed to comply with the policy.

Understands that the USA Officials Association is a non-profit organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

If at any time during the year, the information in the annual statement changes materially, the Executive Officers or Executive Board Members shall disclose such changes and revise the annual disclosure form.

The Executive Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Article VII. Periodic Reviews

To insure USA Officials Association operate in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available).

Article VIII. Use of Outside Experts

When conducting the periodic reviews, as provided for in Article VII, USA Officials Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board and its Officers of its responsibility for ensuring periodic reviews are conducted.

USA Officials Association Annual Conflict of Interest Statement for Executive Board Members

Name _____

Date _____

Position: Are you an officer? Yes No

If you are an officer, what is your current position? _____

I affirm the following:

I have received a copy of the Conflict of Interest Policy. _____ (initial)

I have read and understand the policy. _____ (initial)

I agree to comply with the policy. _____ (initial)

I understand that the USA Officials Association is charitable and in order to maintain its tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes. _____ (initial)

Disclosures:

Do you have a financial interest (current or potential) including a compensation arrangement with the USA Officials Association, as defined in the Conflict of Interest Policy? Yes No

If you indicated "yes" please describe it:

If you indicated "yes" has the financial interest been disclosed, as provided in the Conflict of Interest Policy? Yes No

In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest Policy with the USA Officials Association? Yes No

If you indicated "yes" please describe it, including when that arrangement existed (approximately).

If you indicated "yes" has the financial interest been disclosed, as provided in the Conflict of Interest Policy? Yes No

Signature of USA Officials Association President

Date _____ Date of Review by