

**BYLAWS
OF
CENTRAL JERSEY IAABO BOARD 193
INC.**

The name of the Organization is CENTRAL JERSEY IAABO BOARD 193 INC., (hereinafter referred as “Board”) The Board has not been formed for the making of any profit, or personal financial gain. The assets and income of the Board shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Organization. This Board shall not carry on any other activities not permitted to be carried on by a Board exempt from federal income tax. The Board shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The Board is organized exclusively for purposes for which an organization exempt from income tax under section 501(c) (6) of the Internal Revenue Code can be organized.

**ARTICLE I
EXECUTIVE BOARD**

Section 1. Number of Directors. The Board shall be managed by an Executive Board of Directors (hereinafter referred to as the “Executive Board”) consisting of 7 Directors.

Section 2. Election and Term of Office. The Directors shall be elected as provided in Article III.. Each Director (other than a Director appointed by the Executive Board to fill a vacancy) shall serve a term of 2 or 3 year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of Directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the Directors, or in voting, the disclosed adverse interest of a Director shall not disqualify the officer or invalidate his or her vote unless the Executive Board determines that the Director with an adverse interest has a conflict of interest and as a result of such conflict of interest the Director must recuse himself or herself from the vote (in which case such Director shall count solely for purposes of determining whether a quorum is present.

Section 5. Regular Meeting. The regular meetings of the Executive Board shall be held at the discretion of the President who shall issue a schedule of meetings.

Section 6. Special Meeting. Special meetings of the Executive Board shall be held at the request of the President or any two Directors. Directors shall be provided at least two days' written notice of special meetings. Notice shall be provided by hand delivery, regular mail, email, or fax and state the time and place of the meeting.

Section 7. Procedures. The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Executive Board, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Director who is present at a meeting of the Executive Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Within two weeks after each meeting of the Executive Board, the Secretary/Treasurer or the person assigned the task of preparing the minutes of the meeting shall send a draft of the minutes to each Director.

Section 8. Informal Action. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of officers may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Directors.

Section 9. Removal / Vacancies. A Director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Executive Board, whether by death, resignation, removal or any other cause, may be filled by the remaining Directors. A Director appointed to fill a vacancy shall serve until the next annual meeting of the members.

Section 10. Committees. To the extent permitted by law, the President may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 11. Telephonic Participation. Any or all Directors may participate in a meeting of the Executive Board or a committee of the Executive Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other, unless otherwise provided in the certificate of incorporation or the bylaws.

ARTICLE II MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held each March for the purpose of electing officers and Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held on the date, time and place designated by the President.

Section 2. Special Meetings. Special meetings of the membership may be called by the President or any two Directors.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and the purpose of the meeting. Such notice shall be given personally or by mail to all members of record at the address shown on the corporate books, at least 10 days and not more than 60 day prior to the meeting. Such notice shall be served upon each member via hand delivery, regular mail, email, or fax. Notice of a meeting need not be given to any member who signs a waiver of the notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that member.

Section 4. Place of Meeting. Meetings shall be held at the Board's principal place of business unless otherwise stated in the notice.

Section 5. Quorum. A majority of the members shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the members present may adjourn the meeting to another time without further notice. When a meeting is adjourned to another time or place, it shall not be necessary, unless the bylaws otherwise provide, to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only business shall be transacted as might have been transacted at the original meeting. If after the adjournment, the board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under the law.

ARTICLE III OFFICERS & DIRECTORS

Section 1. Number of Officers. The officers of the Board shall be a President, a Vice-President, a Secretary/Treasurer, an Interpreter, the Assignor, the cadet supervisor, the provisional supervisor, the chairperson of the ethics committee, and the chairperson of the grievance committee. The President may not serve concurrently as a Vice President.

- a) **President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Members and the Executive Board.
- b) **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- c) **Secretary/Treasurer.** The Secretary/Treasurer shall give notice of all meetings of the membership and the Executive Board, shall keep an accurate list of the Members, and shall have the authority to certify any records, or copies of records, as the official records of the Organization. The Secretary/Treasurer shall maintain the minutes of the Membership and the Executive Board meetings.

The Secretary/Treasurer shall be responsible for managing the financial affairs of the Boards directed and authorized by the President and the Executive Board and shall make reports of corporate finances as required, but not less often than at each meeting of the Membership.

- d) **Interpreter.** The Interpreter shall hold meetings in the interest of uniformity and strict interpretation of rules, mechanics, and techniques of good officiating before and during the basketball season as a mean of educating officials, coaches, players, and other interested in the fundamentals of good officiating. This person shall qualify himself (herself) annually by attending a conference for official interpreters held under the jurisdiction of the IAABO.
- e) **Assignor.** The Assignor shall accept scheduled games from all schools serviced by the Board. The Assignor shall dispense games pursuant to the guidelines set forth by the membership, on or before November 15. The Assignor shall provide each working member with his/her assessment on or before March 1.
- f) **Cadet Supervisor.** The Cadet Supervisors prepare Cadets for the IAABO examination issued at the conclusion of the ten week course. Cadets who successfully pass the IAABO examination will later be tested with a Board Floor examination after being instructed on the mechanics of floor positioning.
- g) **Provisional Supervisor.** The Supervisor of Provisional Officials shall be responsible for the follow-up program, which will include provisional members, as defined in VIII, Article 2.
- h) **Chairperson of Ethics Committee.** The Chairperson of the Ethics Committee will review and investigate written complaints of Officials submitted by Athletic Directors, School Administrators, Executive Board members, or any member of IAABO Board 193. The Ethics committee will rule on any findings.
- i) **Chairperson of Grievance Committee.** The Chairperson of the Grievance Committee will oversee and rule on any alleged wrong believed to be done to an IAABO Board 193 member that has caused suffering by him/her through unfair or inequitable treatment or through an act or condition which is contrary to the constitution and bylaws of IAABO Board 193.

Section 2. Directors. The Executive Board shall consist of the President, Vice President, Secretary/Treasurer, Interpreter and three at-large members shall, along with the President, Vice President, Secretary/Treasurer, and Interpreter comprise the Executive Board and be responsible to interpret and execute the Constitution and By-Laws; rule on all matters not specifically covered by the Constitution and By-Laws; call special meetings of the membership when deemed necessary; and handle all business of the Board occurring between meetings of the membership.

Section 3. Election and Term of Office. The Directors and officers shall be elected annually by the Members at the annual meeting of the members in March. Each officer shall serve a two-year term or until a successor has been elected and qualified. Each at-large Board member shall serve a three year term and be elected on a staggered basis.

Section 4. Removal: Vacancy. The Executive Board shall have the power to remove any officer or Director. Any officer or Director vacancy that occurs for any reason may be filled by the Executive Board for a term ending at the next annual meeting of the members.

**ARTICLE IV
CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The Board shall have a corporate seal, which shall be in the form of a circle with the name of the corporation and the date of its incorporation. An officer may affix the seal to a document, but except as required by law, it shall not be necessary to affix a seal for a document to be binding on the Board. All official documents approved by the Executive Board may be executed by the President or Vice President, in his absence.

**ARTICLE V
AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the members by a majority of the members present at any regular or special meeting at which a quorum is present. The text of the proposed change shall be distributed to all members at least ten (10) days before the meeting, but germane amendments may be made to the proposed amendment before it is approved.

**ARTICLE VI
INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this Board shall be indemnified and held harmless by the Board to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Board to provide broader indemnification rights).

**ARTICLE VII
DISSOLUTION**

The Board may be dissolved only with authorization of its Executive Board given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

MEMBERSHIP PROVISIONS OF THE BYLAWS
OF
CENTRAL JERSEY IAABO BOARD 193 INC.

ARTICLE VIII
MEMBERS

Section 1. Qualification for Membership

- a) Membership in this Board can only be obtained by becoming a member in good standing of a Local, District or State Board.
- b) To be qualified for active membership, an individual must
 - (i) Apply,
 - (ii) be at least 18 years of age or older:
 - (iii) Must participate one (1) year in the Cadet Program and during the year attend at least 80% of the meetings held for Cadets.
 - (iv) Pass the IAABO written examination by achieving the minimum grade set by the IAABO.
 - (v) Pass the International practical floor test approved by the Executive Board, by achieving the minimum grade set by the IAABO.
 - (vi) Terms of Membership: Subsequently and as long as such member shall remain in good standing, a member shall be entitled to rights and privileges of membership and shall be bound by rules and regulations of the Constitution and By-Laws of the Board.
 - (vii) Lapsed Membership: A member who has allowed his (her) membership to lapse for two (2) or more years shall no longer be considered as a member and must follow the same procedure as any new applicant in order to again become a member of the Organization. If however, membership has lapsed for less than two (2) years, a member may be reinstated as a member in good standing by paying the delinquent dues. A member shall not be required to take either the written or practical floor test in order to reinstate membership.
 - (viii) Examination: Every active member shall take the written examination annually as the Cadets take. Such examination shall be issued to every active member at the first Board meeting following the date of the Cadet test. Any member who fails to attain a passing grade (86%) must attend a special meeting to be held by the interpreter prior to January 15th.

Section 2. Determination and Rights of Members

The Board shall have multiple classes of members. No members shall hold more than one membership in the Board. Excepts as expressly provided in or authorized by the articles of incorporation, the bylaws of this Board, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

This Board shall be composed of all duly qualified and regularly approved members currently in good standing with the Board.

Members of this Board may wear the official uniform of the IAABO; shall receive annually a membership card and handbook of the IAABO; may officiate with other members of the IAABO; and shall receive such other benefits as may be provided by the Board and the IAABO.

Classes of Members: This Board shall classify its members as follows:

- a. Provisional: a person who has met the requirements of Article VIII, Section 1 of Bylaws; said provisional period shall not exceed two years.
- b. Active: a working or non-working member
- c. Inactive: a person who has been an active member for at least three (3) years immediately preceding his or her application for such status, unless the person was prevented from remaining in active status because of a physical or mental disability.
- d. Dual: an active member in good standing with his or her parent Board may apply for dual membership. Such dual member shall have all of the privileges of the Board except holding of office and the right to vote and shall not be subject to any rules or regulations greater than those to which a regular member of this Board is subject. A dual member must meet the requirements of his/her parent Board and such requirements of attendance as stipulated by this Board.
- e. Honorary Life: an individual elected by the International Assembly in accordance with the requirements set forth in the "Handbook"
- f. Honorary: an individual elected by the International Assembly in accordance with the requirements set forth in the "Handbook"
- g. Board Honorary: an individual who has not been active member of IAABO, but who has made some definite contribution to the game of Basketball.

Section 3 Fees and Dues

The annual dues payable to the Board by members shall be set from time to time by the Executive Board and shall be paid no later than the Election meeting.

Members shall also be required to pay all fines and assessments in accordance with the Constitution and as imposed by the Executive Board.

Provisions of the Constitution shall apply except to the extent they are inconsistent with the bylaws or the Certificate of Incorporation.

Section 4. Number of Members

There is no limit on the number of members the Executive Board may admit.

Section 5. Nonliability of Members

A member of this Board is not, as such, personally liable for the debts, liabilities, or obligations of the Board.

Section 6. Governing Authority

Members shall comply with the requirements of the Constitution and By-Laws, and the Constitution and By-Laws of the International Association of Approved Basketball Officials (hereinafter "IAABO")

Section 7 Transfer of Membership

- a) Acceptance of Transfer: In the case of a member of another Board changing his residence to the jurisdiction of this Board, such member shall be accepted to full membership and be subject to the rules and regulations of the Board.
- b) Transfer of Authority: In the event of a change of residence of a member of this Board, the member must request the Secretary of the new Board to notify the Secretary of this Board of such in writing. Such notification to this Board shall include the status of the member and any other information which the new Board's Secretary deems appropriate.
- c) Member's standing: Any potential member who is not in good standing as a member of a chartered Board of the IAABO cannot be accepted as a transfer into membership of this Board.
- d) Interim Membership: a person who has had at least five (5) years of experience officiating basketball at the varsity/college level, in a territory in which no area IAABO board exists, and who has been certified by duly qualified commission or associate in the area(s) where the person gained such experience, may become affiliated as an active member of this Board without having to meet the requirements of Article VIII Section 1 of these By-Laws, provided the person's legal residence is in the Mercer County area and the application for membership is approved by the Executive Director of IAABO. Such membership shall be on an interim basis until the next regular meeting of the Executive Board, which by majority vote shall grant such person permanent active status or void the action of the Executive Director.

Section 8. Disciplinary Action / Termination of Membership

1) Voluntary Resignation

A member may terminate his or her membership upon the occurrence of his or her notice of such termination delivered to the President or Secretary of the Board personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

2) Discipline of Members

- a) Grounds for Discipline: For failure to comply with established authority or regulation of the Board or the Board of IAABO, or for delinquency in payment of authorized charges, fines, penalties or assessments, or for any other conduct conclusively established to be contrary to the best interest of basketball, a member may be placed on probation or suspended from the Board for not more than a year, or may be expelled through the action of the Executive Board.
- b) Appeal: Any member suspended by the Board shall have the right of appeal to the Executive Board and/or the IAABO.

- c) **Right of Hearing:** A member charged with any violation shall have the right to be heard in person or by written statement made by him/her in his/her own defense. Such right shall be afforded prior to the imposition of any fine, penalty or any other disciplinary action and thereupon, a member may seek a personal hearing if this is requested by a member within fourteen (14) days of the date of notification of a violation and if the request is made in writing to the member who sent the notification. A member may then appeal the determination to the Executive Board by giving the Executive Board written notice within seven (7) days of the receipt of the determination. The Executive Board may then decide the matter on the facts and determination previously made or by asking the member to personally appear.

- d) **Discipline Notice:** When a member is suspended or expelled the Executive Board shall notify all concerned that such member is no longer able to accept assignments or officiate as a member of this Organization. No member shall officiate knowingly with a suspended or expelled member.

Certification

CHRISTOPHER CHIANESE, President of CENTRAL JERSEY IAABO BOARD 193 INC., and THOMAS CARR, Secretary of CENTRAL JERSEY IAABO BOARD 193 INC. certify that the foregoing is a true and correct copy of the bylaws of the above-named Organization, duly adopted by the initial Board of Directors on _____.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named Organization, duly adopted by the initial Board of Directors on _____.

CHRISTOPHER CHIANESE, President

THOMAS CARR, Secretary