

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

Commented [MS1]:

The name of the Organization is CENTRAL JERSEY IAABO BOARD 193 INC., (hereinafter referred to 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 distributed to, or benefit the trustees, ~~directors~~, or officers, or ~~any~~ 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~~ Officers.** The Board shall be managed by an Executive Board (hereinafter referred to as the “Executive Board”) consisting of 7 ~~Directors~~ Officers as described in Article III, Section 1.

Commented [SM2]: All references throughout of Directors is amended to Officers

**Section 2. Election and Term of Office.** The ~~Directors~~ Officers shall be elected as provided in Article III, **Section 3.** Each ~~Director~~ Officer (other than a ~~Director~~ Officer 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.

Commented [SM3]: Provides reference to who the Officers are.

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

**Section 4. Adverse Interest.** In the determination of a quorum of the ~~Directors~~ Officers, or in voting, the disclosed adverse interest of a ~~Director~~ an Officer shall not disqualify the officer or invalidate his or her vote unless the Executive Board determines that the ~~Director~~ Officer with an adverse interest has a conflict of interest and as a result of such conflict of interest the ~~Director~~ Officer must recuse himself or herself from the vote (in which case such ~~Director~~ Officer 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~~ Officers. ~~Directors~~ Officers 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 majority vote of a majority of the ~~Directors~~ Officers 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~~ An Officer who is present at a meeting of the Executive Board, at which ~~time~~ action on any

corporate matter is taken, shall be presumed to have assented to the action taken; unless if not their dissent shall be entered into 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~~ Officer.

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

**Section 9. Removal / Vacancies.** ~~A Director shall~~ An Officer may be subject to removal from the Board, with cause (failure to be in good standing or failure to meet NJSIAA rules regarding criminal activity), at a meeting called for that purpose. However, the Executive ~~Board~~ Committee may not remove an ~~elected~~ Officer without cause but they can remove an Officer from their titled position and replace that titled position from among the elected Board members without adding any new Board members. Any vacancy that occurs on the Executive Board, whether by death or, resignation, or any other cause, may be filled by the remaining ~~Directors~~ Officers majority vote. ~~A Director~~ An Officer appointed to fill a vacancy shall serve until the next annual meeting of the members.

**Commented [MS4]:** The Executive Board should not have the authority to remove an officer elected by the membership without cause.

**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. ~~This may include but not limited to the appointment of the Chairpersons of both the Ethics and Grievance Committees in Article III, Section 1(g)(h)~~

**Commented [SM5]:** Clarification of President's authority to appoint the chairpersons of the two committees.

**Section 11. Telephonic Participation.** Any or all ~~Directors~~ Officers may participate in a meeting of the Executive Board or ~~a committee of the Executive Board~~ any committee described in Section 10 of this Article 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. ~~Except when the committee established falls under the ethics and grievance procedures outlined in Article III, Sections 1(h)(i)~~

**Commented [SM6]:** Clarification related to these two committees.

## 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~~ Officers.

**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 days 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 active members shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the active members present may adjourn the meeting to another time without further notice. If a quorum is not present, the meeting shall be adjourned and the required quorum at the subsequent meeting shall consist of members present, in person or by proxy, entitled to cast at least twenty-five (25%) of the total votes of the active members. 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.

**Commented [M57]:** To allow business to be conducted in a typical fashion of a not for profit entity of membership.

### ARTICLE III OFFICERS, ~~DIRECTORS~~ SUPERVISORS, & CHAIRPERSONS

**Section 1. Number of Officers and Serving Members.** The officers of the Executive Board shall have members in good standing who serve in the capacity of a the President, the Vice-President, a the Secretary/Treasurer, an the Interpreter, and the three at-large members as Officers described in Section 2 of this Article; Serving Members shall consist of the the Cadet Supervisor, the Provisional Supervisor, the Chairperson of the Ethics Committee, and the Chairperson of the Grievance Committee fulfilling their duties contained in the subsections below; 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.

**Commented [SM8]:** To define non officers as Serving Members. This includes all of the appointed individuals.

**Commented [SM9]:** No longer an officer or a Serving Member. Assignor is not appointed by our Board. Reference to President serving as Vice President is appropriately stated elsewhere in the document

- 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.~~

**Commented [SM10]:** Again, assignor is not part of the board, appointed by the Board or required to adhere to any rules of the board. Completely independent position.

f) ~~e) Cadet Supervisor.~~ The Cadet Supervisors prepare Cadets for the IAABO examination issued at the conclusion of the ten-week, **online, self-paced learning** course. Cadets who successfully pass the IAABO examination will advance to the on the court instructions to later be tested with a Board **issued** Floor examination after being instructed on the mechanics of floor positioning.

**Commented [SM11]:** Intended to reflect new program for Cadets. Future changes to this can be made without a change to the bylaws, if so determined by President and Executive Board.

g) ~~f) Provisional Supervisor.~~ The Supervisor of Provisional Officials shall be responsible for the follow-up program, which will include provisional members, as defined in **Article VIII, Article Section 2a.**

**Commented [SM12]:** Clarifies that the **Board determines the floor examination.**

h) ~~g) Chairperson of Ethics Committee.~~ The Chairperson of the Ethics Committee **shall be appointed by the President and** 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 eCommittee will~~ **shall** rule on any findings **and submit their recommendations to the President. The Chairperson of the Ethics Committee must be a Board member in good standing and may, but is not required to be an existing Officer of the Board.**

**Commented [SM13]:** Clarifies where the Provision Supervisor actions are within the document.

**Commented [SM14]:** Clarifies who appoints the Chairperson of the Ethics Committee.

i) ~~h) Chairperson of Grievance Committee.~~ The Chairperson of the Grievance Committee **shall be appointed by the President and** will oversee and rule on any alleged wrongs believed to be done **by an IAABO Board 193 member** 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. **The Grievance Committee shall rule on any findings and submit their recommendations to the President. The Chairperson of the Grievance Committee must be a Board member in good standing and may, but is not required, to be an existing Officer of the Board.**

**Commented [SM15]:** Clarifies the procedure after the Ethics committee reviews and investigates complaints and further clarifies that the Chair does not need to be an existing officer, just a Board member in good standing.

**Commented [SM16]:** Same as Ethics committee on who appoints the Chairperson.

**Commented [SM17]:** Clarifies that the Grievance committee is for Board 193 members issues with another Board 193 member.

**Commented [SM18]:** Same as Ethics Committee comments.

**Section 2. Directors Officers.** The Executive Board 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. **The President may not serve concurrently as a Vice President.**

**Section 3. Election and Term of Office.** The ~~Directors Officers and officers~~ shall be elected ~~annually~~ by the Membership at the ~~annual~~ **designated elections** meeting ~~of the members~~ in March. The President, Vice President, Secretary/Treasurer and Interpreter 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.

**Commented [SM19]:** There are only officers, no Directors

**Commented [SM20]:** Grammatical clarification to clarify that the Membership elects the Officers in March.

**Section 4. Removal: Vacancy.** The Executive Board shall have the power to remove any ~~elected officer or Director Officer.~~ Any ~~officer or Director Officer~~ 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 an ~~director~~ 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 Board issued~~ practical floor test approved by the Executive Board, by achieving the ~~minimum grade standard~~ 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 ~~via hand delivery, regular mail, email, fax, or on-line from the website~~. Any member who fails to attain a passing grade of ~~(80%)~~ must attend a meeting to be held by the interpreter prior to January 15<sup>th</sup>.

**Commented [SM21]:** Allows for the term of the Cadet program to be determined by the Executive Board

**Commented [SM22]:** The floor test is not the International test but Board 193 Executive Board approved floor test that adheres to IAABO standards.

**Commented [SM23]:** The annual exam for members does not need to be the same as what Cadets take. This is particularly true if NJSIAA and IAABO continue to use the current program.

**Commented [SM24]:** Allows for the website examination as in 2021.

**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 ~~a~~Articles of ~~i~~ncorporation, 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~~ shall 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 **in good standing**
- 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 or a permitted decision of the Executive Board, such as Pandemic safety.
- 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 ~~in~~ accordance with the requirements set forth in the "Handbook"
- g. Board Honorary: an individual who has not been **an** active member of IAABO, but who has made some definite contribution to the game of Basketball.

**Commented [SM25]:** You are not an active member if you are not in good standing.

### 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-fees~~ in accordance with the Constitution and as imposed by the Executive Board.

**Commented [SM26]:** Assessments are the assignor's responsibility. Our Board is responsible for fee payments

Provisions of the Constitution shall apply except to the extent they are inconsistent with the ~~h~~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~~ also known as "IAABO")

**Commented [SM27]:** IAABO reference is throughout the document not just hereinafter.

### 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 shall be terminated~~ upon **the date specified within the notice**, the date of delivery of the notice, or date of deposit in the mail. **Termination date shall not be more than 15 days from date of delivery.**

**Commented [SM28]:** Clarification of timing related to voluntary resignation

#### 2) Disciplinary ~~of Members~~ Matters

- 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 and this is requested by a member~~ **request must be made in writing** within fourteen (14) days of the date of notification of a violation ~~and if the request is made in writing~~ to the **Executive Board, appropriate committee, or** 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~~ KEVIN KRISAK, 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 ~~and approved by the Members of the Board initial Board of Directors~~ on \_\_\_\_\_.

~~I~~ We 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~~ KEVIN KRISAK, President

\_\_\_\_\_  
THOMAS CARR, Secretary/Treasurer

**Commented [SM29]:** Current President

**Commented [SM30]:** Original by-laws were required to be created by initial Board of Directors at the time of the application to the State and Fed for proper incorporation. Now any bylaws are approved by the Members of the Board.

**Commented [SM31]:** Grammatical and reference to the Board's approval of the bylaws not the "Initial Board of Directors".