

# **MVBOA Constitution**

Revised November 30, 2018

## **ARTICLE I – NAME, ORGANIZATION, AND AFFILIATION**

### **Section 1**

The name of this organization shall be the “Mid-Valley Basketball Officials Association”, hereinafter and commonly referred to as the MVBOA.

### **Section 2**

The MVBOA shall be a not-for-profit corporation registered with the State of Oregon.

### **Section 3**

The MVBOA is a local officials’ association chartered by and affiliated with the Oregon School Activities Association (OSAA).

### **Section 4**

The MVBOA may develop and revise, when necessary, a service contract between the MVBOA and each school or client that it services.

## **ARTICLE II – PURPOSE**

### **Section 1**

The mission of the MVBOA is to promote interest in the sport of basketball throughout the Mid-Willamette Valley by providing quality officials for basketball games at all levels of competition.

### **Section 2**

The purpose of the MVBOA includes:

- A. Provide referees for interscholastic basketball games.
- B. Provide recruitment and training of member referees.
- C. Promote sportsmanship and knowledge of the sport of basketball.
- D. Promote integrity, character, and quality of member referees.
- E. Serve as a liaison between members and the OSAA.

## **ARTICLE III – MEMBERSHIP**

### **Section 1**

MVBOA membership shall be available to any person who meets the requirements as outlined in the Standard Operating Procedures in conformance with OSAA rules and all applicable federal, state, and local laws.

### **Section 2**

Membership shall not be limited on the basis of race, creed, color, sex, national origin, marital status, or sexual orientation.

### **Section 3**

The total number of members shall not be limited.

### **Section 4**

All members shall be considered independent contractors to the MVBOA. Members must annually enter into an Independent Contractor Agreement and agree to follow and adhere to the guidelines outlined in said agreement, as well as, this Constitution and the Standard Operating Procedures.

### **Section 5**

Full membership standing is gained by annually entering into an Independent Contractor Agreement and completing the annual OSAA officials registration process. All members must annually maintain their membership requirements as outlined in the Standard Operating Procedures.

### **Section 6**

Any member may voluntarily resign their membership by submitting a written resignation to the Secretary. Members failing to complete the annual membership requirements will have their membership automatically resigned.

### **Section 7**

A member in good standing has met the requirements of the MVBOA, as outlined in this Constitution and the Standard Operating Procedures, and has not had their membership revoked, suspended, or curtailed.

### **Section 8**

Prior to any curtailment, suspension, or revocation of membership, the member shall be entitled to a hearing before the Executive Board. Membership may be curtailed or suspended by the Executive Board. Members may appeal such a decision by the Executive Board to the entire membership. Membership may be revoked, without appeal, by a simple majority vote of all present members at any scheduled regular meeting or annual business meeting if a recommendation is proposed by the Executive Board to revoke such membership after a hearing.

## **Section 9**

Sabbatical shall be defined as an approved leave of absence for members in good standing and a voluntary suspension of their membership with the intention to return. The duration of a sabbatical cannot exceed two membership years and includes the current membership year in which the sabbatical begins. Members on approved sabbatical leave shall be considered full membership status in good standing with the following provisions. The member:

- A. Is exempt from fulfilling annual membership requirements.
- B. Shall not work any MVBOA assignment.
- C. Cannot hold nor be nominated for any MVBOA office.
- D. Cannot propose amendments and cannot vote in elections or MVBOA matters.
- E. May return within one membership year and retain their former rank.
- F. Shall be considered a transfer official if returning after one membership year.
- G. Is not eligible for another sabbatical period until after ten years upon their return.

## **ARTICLE IV – OFFICERS**

### **Section 1**

The elected officers of the MVBOA shall consist of the President-Elect, Secretary, Treasurer, Parliamentarian, Trainer, and Member-At-Large. The President is a non-elected officer who servers after completing a one-year term as President-Elect.

### **Section 2**

The President shall represent the MVBOA on all appropriate association matters. The President shall preside over all meetings. The President shall appoint all members to any special and/or standing committee with the approval of the Executive Board. The President, or their designated officer, shall be an ex-officio member of all committees. The President shall develop a meeting schedule, with input from the Executive Board, by October 1 prior to the upcoming OSAA basketball season.

### **Section 3**

The President-Elect shall have all the responsibilities and duties of the President in the President's absence. If the President is unable to complete their term, the President-Elect shall act in the role of President for the duration of the President's unexpired term; nominations and elections to replace the President-Elect shall occur at the next scheduled regular meeting.

### **Section 4**

The Member-At-Large will represent the interests of members. The Member-At-Large shall bring to the Executive Board's attention any ideas, criticisms, or concerns from the membership; anonymity if requested, is guaranteed.

**Section 5**

The Secretary shall be responsible for keeping attendance records of all meetings except training meetings. The Secretary shall take typed minutes of all Executive Board meetings and the annual business meeting. The Secretary shall ensure minutes are published and available to members. The Secretary shall be responsible for all MVBOA corporate revisions and shall maintain all association records and correspondence.

**Section 6**

The Treasurer shall be responsible for all MVBOA financial matters, accounting, and monies. The Treasurer shall provide a financial report at the annual business meeting, at each regular meeting, and each Executive Board meeting. The Treasurer is responsible for completing any annual financial reports as required by law or as directed by the Executive Board. The Treasurer shall prepare and present at the annual business meeting a budget for the next membership year.

**Section 7**

The Parliamentarian shall be responsible for providing official interpretations of this Constitution and the Standard Operating Procedures. The Parliamentarian is responsible for recording all revisions to the MVBOA governing documents. The Parliamentarian shall ensure the Executive Board operates correctly in compliance with the governing documents of the MVBOA including this Constitution and the Standard Operating Procedures and shall refer any contrary action of the Executive Board to the membership. Any action of the membership that is contrary to the MVBOA governing documents shall be referred to the Executive Board by the Parliamentarian.

**Section 8**

The Trainer will keep the total membership updated on any rule or mechanic changes, additions, or interpretations. The Trainer shall lead training clinics and be responsible for leading regular meetings' training segments concerning play situations, mechanics, signal questions, and other general training topics.

**ARTICLE V – TERMS OF OFFICE, ELECTIONS, AND VOTING**

**Section 1**

All officers of the MVBOA shall serve a term of two years beginning April 1 and ending March 31 of the second calendar year.

**Section 2**

There is no limit to the number of terms that any officer may hold office.

**Section 3**

Upon completion of their one-year term as President-Elect, the President-Elect subsequently assumes the office of President for a one-year term.

**Section 4**

Nominations for the elected officers listed in Article IV, Section 1 shall occur during the regular meeting prior to the last scheduled regular meeting. Nominations may only be made from members in attendance at the meeting. The President-Elect office shall be voted upon every year. Other elected offices shall be voted upon in offsetting years: Secretary and Trainer on odd years; Member-At-Large, Treasurer, and Parliamentarian on even years.

**Section 5**

Only members that are currently in good standing and have been in good standing for at least the past two years are eligible to be nominated to an elected office. Members cannot be nominated for more than one office. Nominees must accept their nomination in order to be included on the ballot for that office. Nominations may be accepted by proxy.

**Section 6**

No member shall hold more than one office at a time.

**Section 7**

Elections of officers shall occur during the last scheduled regular meeting. Officers shall be determined by a simple majority vote of the present members in good standing. Only members in good standing may vote in officer elections, excluding members on sabbatical as noted in Article III, Section 9. In the event of a tie during elections, the office will be determined by a run-off between the tied nominees.

**Section 8**

Any officer may resign their office by providing a written resignation to the Secretary.

**Section 9**

Any officer may be removed from office by a simple majority vote of all present members at any scheduled regular meeting.

**Section 10**

The President shall appoint any member to a vacant office, with the approval of the Executive Board, in the event of an open office before the term's expiration, except as noted in Article IV, Section 3.

**Section 11**

All MVBOA members are entitled to a vote, except for officer elections as noted in Section 5 which limit MVBOA officer electoral votes to members in good standing only or if specified otherwise. As noted in Article III, Section 9, members on sabbatical are not allowed to vote on any MVBOA item.

**Section 12**

All votes shall be weighted equally; each vote shall count as one single vote. Unless otherwise specified in this Constitution or in the Standard Operating Procedures, decisions are determined by a simple majority of the eligible voters present in attendance.

**Section 13**

Business items and motions other than amendments to this Constitution may be conducted electronically or in person during the membership year. If a vote is taken electronically, eligible voters shall have a minimum of five days to vote. During the period between April 1 and October 31, voting may only be conducted electronically, and eligible voters shall have a minimum of ten days to vote.

**ARTICLE VI – THE EXECUTIVE BOARD****Section 1**

The Executive Board is composed of seven voting officers: President, President-Elect, Member-At-Large, Secretary, Treasurer, Parliamentarian, and Trainer as described in Article IV. The Commissioner shall be a non-voting member of the Executive Board.

**Section 2**

The property, business, and affairs of the MVBOA shall be managed by its Executive Board. The Executive Board may exercise all such powers of the MVBOA that are not specifically restricted by any governmental laws, OSAA rules, or by this Constitution or Standard Operating Procedures. Duties and responsibilities of the Executive Board include, but are not limited to:

- A. Develop and publicize the meeting schedule.
- B. Implement recruiting practices to increase membership.
- C. Appoint banks or other depositories in which MVBOA monies and/or securities are to be deposited.
- D. Authorize the expenditure of MVBOA monies; sign or designate agents to sign all checks or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the MVBOA.
- E. Accept on behalf of the MVBOA any contribution, gift, or bequest for any general or specific purposes of the MVBOA.
- F. Approve an annual operating budget.
- G. Monitor and facilitate relationships with all organizations utilizing MVBOA referees.
- H. As necessary, propose revisions to the Constitution and Standard Operating Procedures.

- I. Appoint legal counsel to represent the MVBOA, as necessary.
- J. Provide oversight and guidance, as necessary, to the Commissioner.
- K. Conduct any other MVBOA business not specifically covered in this Constitution or in the Standard Operating Procedures.

### **Section 3**

All Executive Board members, if specifically requested, shall confirm receipt of any communication from any member.

### **Section 4**

A quorum of the Executive Board shall consist of the President (or President-Elect in the President's absence) and any three other voting Executive Board members.

### **Section 5**

No financial commitments obligating the MVBOA shall be agreed to by any member, officer, the Commissioner, or any committee without specific approval from the Executive Board.

## **ARTICLE VII – THE COMMISSIONER**

### **Section 1**

The Commissioner shall serve a three-year term beginning April 1 and ending March 31 of the third subsequent calendar year. Nominations and election of the Commissioner shall take place in the third year of the current Commissioner's term. Nominations shall occur at the same meeting at which nominations are held for officers. Anyone can be nominated as Commissioner. If a nominee is also a member, that individual must currently be a member in good standing and have been in good standing for at least the past two years. Election of the Commissioner shall occur at the same meeting at which elections are held for officers.

### **Section 2**

The Commissioner cannot concurrently be an officer of the MVBOA.

### **Section 3**

The Commissioner shall enter into a contract with the MVBOA and be considered an independent contractor. The Commissioner shall perform in a complete and timely fashion the duties as specified in their contract, as outlined in this Constitution and the Standard Operating Procedures, and as directed by the Executive Board.

**Section 4**

The Commissioner shall act as the liaison between the clients of the MVBOA, the membership, and the OSAA.

**Section 5**

The Commissioner shall be responsible for refereeing assignments for the MVBOA. Assignments shall be based upon the criteria outlined in the Standard Operating Procedures, client service agreements as stated in Article I, Section 4, and with input from the Executive Board.

**Section 6**

The Commissioner may be removed from their position by a two-thirds majority vote of the present membership at any scheduled meeting.

**Section 7**

The Executive Board shall assume the duties and responsibilities of the Commissioner in the event the Commissioner vacates their position before their term's expiration or the Commissioner is unable to fulfill their contractual obligations. In the event the Commissioner must be replaced, nominations and the election of a new Commissioner will occur at the next scheduled regular meeting. The replacement Commissioner will assume the position for the remainder of the previous Commissioner's vacated term.

**ARTICLE VIII – MEETINGS**

**Section 1**

The MVBOA shall hold meetings of various types throughout the membership year. These types of meetings include: an annual business meeting, regular meetings, Executive Board meetings, and training clinics. Meetings shall be conducted according to Roberts Rules of Order for the purposes of carrying out MVBOA business.

**Section 2**

The MVBOA shall hold one annual business meeting. This meeting shall take place before December 1 and be included on the published meeting schedule. Members must be notified by the Executive Board prior to this meeting with at least two-weeks of notice. Attendance at the annual business meeting is optional. The MVBOA may conduct additional business at any other scheduled meeting or as deemed necessary by the Executive Board.



**Section 3**

The MVBOA shall hold at least six regular meetings. These meetings shall take place throughout the winter basketball season (including the pre-season) and be included on the published meeting schedule. Attendance is mandatory; members must attend these scheduled regular meetings as outlined in the Standard Operating Procedures.

**Section 4**

The Executive Board shall meet a minimum of two times each year: once prior to the start of the membership year (November 1) and once before officer term expirations (March 31). The Executive Board may hold additional meetings at the President’s discretion or when requested by at least two other Executive Board members. Executive Board meetings are open to any member; however, the Executive Board may deliberate in closed sessions for confidential or sensitive matters.

**Section 5**

The MVBOA shall hold at least five training clinics. These meetings shall take place throughout the winter basketball season (including the pre-season) and be included on the published meeting schedule. Attendance is mandatory for new officials, second year officials, and transfer officials; others may optionally attend.

**ARTICLE IX – ACCOUNTING, RECORDS, AND MONEY**

**Section 1**

The MVBOA shall maintain financial accounts in accordance with the Standard Operating Procedures.

**Section 2**

Accounts may be reviewed at any time at the discretion of the Executive Board or when required by law. If a review is performed, a certified public accountant shall be contracted by the Executive Board and they shall provide a report to the Executive Board. The Executive board shall provide copies of the report and a summarization to the membership at the next annual business meeting.

**Section 3**

The accounts, books, and records of the MVBOA may be kept at such places physically or electronically at the direction of the Executive Board in accordance with the Standard Operating Procedures and any applicable law.

**Section 4**

The accounts, books, and records of the MVBOA shall be open to inspection by any member, subject to regulations prescribed by the Executive Board.

**Section 5**

Membership dues will be outlined in the Standard Operating Procedures. Membership dues can be collected via one of the two following methods:

- A. A flat fee payment in which the member pays the established membership fee in full. Dues must be paid in full prior to being assigned any MVBOA game; failing to pay membership dues in full shall render the member ineligible for assignments.
- B. A percentage based payment in which the member pays their membership dues based on an established percentage of earned game fees that are deducted from the member's fee distribution payments.

**Section 6**

The Standard Operating Procedures shall outline any other dues or fees and can be collected via similar methods listed in Section 5.

**Section 7**

Any fees, dues, or fines not paid by any member may be deducted from the member's fee distribution payments. Resignation of membership or granting sabbatical leave does not relieve the member of any outstanding financial obligation.

**Section 8**

The fiscal year for the MVBOA shall be October 1 through September 30.

**ARTICLE X – STANDARD OPERATING PROCEDURES****Section 1**

Any specific guideline not covered in this Constitution shall be included in the Standard Operating Procedures. The guidelines, policies, and procedures contained in the Standard Operating Procedures shall not conflict with this Constitution.

**Section 2**

The Executive Board shall annually review and update, as necessary, the Standard Operating Procedures. Updates by the Executive Board cannot be substantial changes.

**Section 3**

Changes to the Standard Operating Procedures may be proposed by the Executive Board or any member at any scheduled regular meeting or at the annual business meeting.

**Section 4**

During the period between April 1 and October 31, the Executive Board may propose amendments to the Standard Operating Procedures without holding a regular meeting and voting procedures shall comply with Article V, Section 13.

**Section 5**

Failure to comply with the Standard Operating Procedures may be considered unprofessional or unethical behavior or grounds for disciplinary action by the Executive Board in accordance with this Constitution and the Standard Operating Procedures.

**ARTICLE XI – AMENDMENTS**

**Section 1**

Amendments to this Constitution may be proposed by the Executive Board or any member at any scheduled regular meeting or at the annual business meeting.

**Section 2**

Proposed amendments to this Constitution shall become effective upon a two-thirds majority vote of the entire membership. Voting shall be conducted in person at the same meeting as an amendment was proposed. Members not in attendance shall be notified of the proposed changes the same day by the Executive Board and allowed ten days to cast their vote electronically.

**ARTICLE XII – DISSOLUTION**

**Section 1**

Upon the dissolution or liquidation of the MVBOA, the Executive Board shall first make provision for paying all liabilities of the corporation. Any remaining funds shall be contributed, at the discretion of the Executive Board, to an Oregon not-for-profit corporation that promotes the sport of basketball.

**AMENDED:**

|            |            |            |
|------------|------------|------------|
| 5/30/2001  | 2/15/2006  | 11/30/2018 |
| 8/27/2001  | 1/28/2007  |            |
| 10/07/2001 | 11/11/2007 |            |
| 11/07/2001 | 1/25/2009  |            |
| 11/14/2001 | 11/7/2010  |            |
| 11/17/2002 | 1/8/2012   |            |
| 11/24/2002 | 12/21/2014 |            |
| 12/6/2004  | 2/12/2017  |            |