

# **BYLAWS OF ST. PAUL CAPITAL CITY OFFICIALS ASSOCIATION NONPROFIT**

(Current Language Approved 4/13/2023)

## **ARTICLE I – NAME**

The name of this unincorporated Association is St. Paul Capital City Officials Association (hereafter referred to as the Association)

## **ARTICLE II – PURPOSE**

This Association is organized exclusively for charitable, religious, educational and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose for which said Association is formed to develop and administer qualified sports officials for the benefit of the general public.

## **ARTICLE III – EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operations and activities of the Association:

- A. No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
- B. No substantial part of the activities of the Association shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public and the Association shall not participate in, or intervene in (including by publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

## **ARTICLE IV - POWERS**

The powers of the Association shall be as follows:

- A. To promulgate rules, regulations and standards governing the rights and obligations of its members.
- B. To encourage and promote use of its members in athletic contests.
- C. To engage in such fund-raising activities as are necessary to meet the operating expenses of the Association.
- D. To carry on all other business not specifically herein above mentioned and not inconsistent with law in furtherance of the above stated purposes of this Association.

## ARTICLE V – DURATION

The duration of this unincorporated Association shall be perpetual.

## ARTICLE VI – MEMBERSHIP

- A. CLASSES - Membership shall be of two classes: Regular and Honorary.
- B. INDEPENDENT CONTRACTORS – Regular Members shall be independent contractors when they accept and work assignments from St. Paul Capital City Officials Association.
- C. REGULAR MEMBER – Admission to the Association as a Regular Member shall be open to all applicants who are MSHSL registered officials by written application to the President of the Association and shall be subject to approval by a majority of the Board of Directors.
- D. HONORARY MEMBER - An Honorary member must be recommended by a member in good standing and have the approval of a majority of the Board of Directors.
- E. SALARIES AND DUES – The Board of Directors will determine salaries and dues by majority vote. The Board of Directors may change the salary of any and all assignors at any Board meeting and may change the dues of the members at any Board meeting.
- F. PAYMENT OF DUES – Association dues must be paid by the annual meeting or no later than June 30 or a Board designated fine will be assessed by the Treasurer. A member who wishes to dispute a late fee must follow the appeals process articulated in Article VI, Part G “Rights of Members”. Any member whose dues and/or late fees are not paid shall not be assigned games until all dues and fees are paid.
- G. RIGHTS OF MEMBERS –
  - 1. Regular Members shall have the right to a share of any and all games obtained by the Association through any of its agents as determined by his/her competence, experience etc.
  - 2. A Regular Member may make an appeal to the Board of Directors regarding their standing within the association or an issue they have with the association, its assignors, or its members.
  - 3. Regular Members shall vote at those elections specifically called for by these Bylaws and all other matters and powers shall be delegated to the Board of Directors.
  - 4. Regular Members may be censured, punished or expelled only by a majority vote of all of the Board of Directors and only after a reasonable notice (defined as 14 days) and an opportunity for a hearing before the Board. Any Board member not present at the meeting when the vote is taken shall be polled electronically.
  - 5. Regular Members have a right of appeal and hearing by the Board of Directors. The appeal must be in writing to the Board, within 14 days after receiving notice of disassociation. The Board shall appoint a three member panel to hear all appeals.
  - 6. All members shall adhere to the following Association Code of Ethics;
    - a. I will prepare myself mentally and physically to administer my officiating duties in an efficient and business-like manner.
    - b. Once I accept an officiating assignment I will do everything in my power to fulfill that commitment.

- c. If a rare emergency should arise which prevents my attendance at a game, I will personally notify the assignment secretary immediately.
- d. I will attend preseason rules study meetings conducted by the St. Paul/Capital City Officials Association as well as become a member in good standing of the Minnesota State High School League (MSHSL) for the sport(s) I officiate.
- e. As MSHSL certified officials, the members of the Association shall comply with and conform to all MSHSL directives regarding ethical, moral and professional conduct as embodied in the current MSHSL Officials Manual, per the MSHSL Code of Ethics/Conduct and the MSHSL Social Media Guidelines.

## **ARTICLE VII – OFFICERS**

### **A. OFFICERS DESIGNATION**

1. The officers of this Association shall be: President, Vice President, Secretary, and Treasurer.
2. The secretary is chosen after two years of Board service within the previous 6 years as an at-large Board member and serves a six year term (two each as Secretary, Vice President and President).
3. The Secretary position is an officer and shall be chosen by the Board of directors.
4. Those elected and appointed will take office immediately following the annual meeting.
5. The election of Secretary and at-large Board Members shall be during the annual meeting.

### **B. OFFICER TERMS**

1. Term of office will begin upon election and shall be for a period of two years for President, Vice President and Secretary.
2. The Treasurer is appointed by the Board and shall be a two year term to run concurrently with the President, Vice President and Secretary.

### **C. BOARD TERMS**

1. If an officer leaves the Association or the position on the Board, the President shall appoint an At-Large Board member to finish the vacated term.
2. If an At-Large Board member leaves the Association or the position on the Board, the President shall appoint a Regular Member in good standing to finish the vacated term.

### **D. DUTIES OF OFFICERS**

1. The President shall:
  - a. Preside at all meetings of the Association.
  - b. Appoint committees and other persons he/she deems necessary to complete an assigned task or to fill a vacated Board position.
  - c. Represent the Association in an official capacity and have the usual powers of supervision and management as may pertain to his/her office.
  - d. Be responsible for arrangements pertaining to the annual meeting.
  - e. Keep all members of the Association informed concerning important events or decisions affecting all members through communications, either in writing, by e-mail, or on the SPCC website.

- f. Promote good will and public relations for the Association whenever possible through his/her contacts when conducting Association business.
- 2. The Vice President shall:
    - a. Assume the responsibilities of the President in case of absence or disqualification.
    - b. Be responsible for arrangements pertaining to basketball and football meetings.
    - c. Assist the president in performing duties and responsibilities for the Association.
    - d. Oversee all elections and amendments/revisions to the Bylaws.
    - e. Promote good will and public relations for the Association whenever possible through his/her contacts when conducting Association business.
  - 3. The Secretary shall:
    - a. Maintain the office of the Association and execute the official correspondence.
    - b. Maintain a record of service pertaining to Association business.
    - c. Maintain attendance records and record minutes for meetings held.
    - d. Keep a record of the Association membership and all communications disseminated by the Association
    - e. Promote good will and public relations for the Association whenever possible through his/her contacts when conducting Association business.
  - 4. The Treasurer shall:
    - a. The Treasurer shall have charge over, custody of, and be responsible for all of the funds of SPCC.
    - b. Maintain a record of all membership dues received and make deposits in the name of and to the credit of the Association.
    - c. Disburse all money under the direction of the Association's President or his/her designee.
    - d. Submit a financial report at the annual meeting or at other times at the direction or request of the Association's President and/or Association Board of Directors.
    - e. Promote good will and public relations for the Association whenever possible through his/her contacts when conducting Association business.

## **Article VIII – BOARD OF DIRECTORS**

### **A. MEMBERS OF THE BOARD OF DIRECTORS**

The Association's Board of Directors shall consist of the following: the Officers and five at-large Board Members in “good standing”.

### **B. AT-LARGE BOARD MEMBER TERMS**

Term of office will begin upon election and shall be for a period of two years.

### **C. DUTIES OF THE BOARD OF DIRECTORS SHALL BE:**

1. Entertain and initiate investigations of complaints by members and other matters pertaining to officiating duties.
2. Appoint the assigner(s) for football and basketball.
3. Entertain and initiate investigations with written complaints against any members of the Association and take what action the Board of Directors may deem advisable and prudent.
4. Approve expenditures for the Association made by the President or the President's designee and the Treasurer in the form of an annual audit. Results of this shall be available at the annual meeting.
5. Have authority to recommend censure, suspension or removal of members of the Association for violations regarding ethical, moral and professional conduct, by majority vote of the Board and after a thorough investigation.
6. Have the authority to replace any Board member who demonstrates a lack of interest in the Association by continual absence at Board Meetings. Such removal of a Board member would require a unanimous vote of Board members present provided a simple quorum is in attendance.
7. Meet at the request of the President, and/or at the request of four or more Board members or by eleven or more Regular Members in good standing.
8. Resolve and provide final interpretation of the Association's Bylaws.
9. The Board shall have authority to deal with any situations not covered in the Bylaws.
10. Promote good will and public relations for the Association whenever possible through his/her contacts when conducting Association business.

**D. DUTIES OF THE ASSIGNER(S):**

1. Assign officials to contests at his/her discretion. Every effort will be made to equalize assignments by officials experience, ability and availability.
2. Maintain an accurate record of all games assigned by him/her including date, time, site and names of officials.
3. Promote good will and public relations for the Association whenever possible through his/her contacts when conducting Association business.

**Article IX – MEETINGS/CLINICS**

**A. ANNUAL MEETING**

The Annual Association Meeting shall be held during the month of April unless designated otherwise by the Board of Directors.

**B. SPORT SPECIFIC MEETINGS**

The Association will conduct sport specific meetings before each season; all members of that specific sport are expected to attend.

**C. SPORT SPECIFIC CLINICS**

The Association will conduct sport specific clinics before each season; all members of that specific sport are expected to take part in these clinics.

**Article X - COMMITTEES**

A. STANDING COMMITTEES

The President shall appoint the following Committees: Basketball and Football.

B. AD HOC COMMITTEES

The President may appoint ad-hoc committees when deemed necessary.

C. CHARTER CLINICIANS

The basketball and football committees and appropriate Assignor shall collaborate to appoint Charter Clinicians for football and basketball.

**Article XI – RULES AND PROCEDURES**

ASSOCIATION GOVERNANCE

1. The procedures used in conducting and governing the business of the Association will be **Roberts' Rules of Order**.
2. The Association may choose to supersede or deviate from the rules of procedures in order to expedite the business of the Association in an efficient and timely manner.

**Article XII – LIABILITY**

Members of the Association agree to hold the St. Paul Capital City Officials Association, the Board, its Assignor(s), or its conferences, harmless from any and all liability for injury or damage sustained as a result of any assignment(s).

**Article XIII – AMENDMENTS AND REVISIONS TO THE BYLAWS**

A. RECOMMENDATION FOR AMENDMENT(S) AND REVISION(S)

1. A member may submit written language recommending Bylaw amendment(s) and/or revision(s) to the Board.
2. The Board will vote on any written submission by a member regarding the Bylaws.
3. The Board of Directors will present the amendment(s) and/or revision(s) to the membership via email or the SPCC website.

B. ADOPTIONS OF AMENDMENT(S) AND/OR REVISION(S)

Amendment(s) and/or Revision(s) to the Bylaws will be adopted by a majority vote of Regular Members in good standing. The vote will be taken by the Vice President of the Association or a Board Member appointed by the President. This vote can be via mail, e-mail, the SPCC website or at the annual meeting.