

By Laws  
Of  
The Genesee County Sports Officials Association

Article I Name

The name of the organization shall be Genesee County Sports Officials Association Inc.

Article II Offices

The principal office of the corporation shall be located in Genesee County as shown on the current “Non-Profit Corporation Information Sheet” or at such place within the State of Michigan as the Board of Directors shall direct.

Article III Members

Members are defined as officials that are:

1. Members in good standing, as defined by the Michigan High School Athletic Association.
2. Have paid current dues to the Genesee County Sports Officials Association.
3. Any Retired official, defined as any former sports official that does not currently officiate in any capacity and who was formerly a member in good standing of the Genesee County Sports Officials Association or its predecessor. Retired officials do not pay association dues however Retired Officials maintain voting privileges.
4. The Members elect the Board of Directors.
5. Membership Dues. The Board of Directors shall establish and or modify the annual dues. The billing and collection of dues shall be in a manner prescribed by the Board of Directors.
6. Termination of Membership. Membership may be terminated by the Board of Directors on the occurrence of any of the following events:
  - a) Failure to pay dues within 60 days of due date.
  - b) Commit or attempt to commit any act that would violate the “Code of Ethics”.
  - c) Any other act that the Board of Directors deems inappropriate.
7. Annual Meeting. The annual meeting of the members shall be held on a date and

time that will be announced. At each annual meeting directors shall be elected and conduct any other business that shall come before the meeting of members.

8. Special Meetings. Special Meetings of the members may be called by the Board of Directors or by the President. Such meetings shall be called by the President or Secretary at the written request of not less than 10 percent of the members.
9. Place of Meeting. The place of meetings shall be announced consistent with the *notice provisions of the bylaws.*

## Article IV Board of Directors

### Section 1 *General Powers.*

The business affairs of the corporation shall be managed by the Board of Directors

### Section 2 *Number, Tenure and Qualifications.*

a The number of directors of the Corporation shall be equal to the number of divisions (sports) that are represented by this corporation plus 1 retired official and 1 person from the community that shall be appointed by the Board of Directors. Currently there are 5 divisions. The current divisions are Baseball, Basketball, Football, Softball and Volleyball.

b Each director shall hold office for the term or terms for which he/she is elected and until his/her successor shall have been elected and qualified or until his resignation or removal.

c. Any shareholder who has been a member in good standing for 5 continuous years is eligible to be a director and, by invitation, any member of the community who is not an official or retired official, agreed upon by the Board of Directors.

d. A director may resign at any time by providing written notice to the corporation. The resignation shall be effective upon receipt or at a later time designated in the notice.

### Section 3 *Regular meetings.*

The Directors shall meet as often as necessary to conduct the business of the Corporation but not less than 4 times per year.

### Section 4 *Special meetings*

The president or the Board of Directors may call special meetings for any purpose or purposes or as necessary.

### Section 5 *Notice of meetings.*

The notice of the time, place, and purpose of meetings of members or of meetings of the Board of Directors shall be given in any of the following manners:

- (a) By written notice, given personally, by mail or by electronic transmission not less than 10 days nor more than 60 days before the date of the meeting to each member of record entitled to vote at the meeting.
- (b) By including the notice of meeting prominently displayed on the Corporation website.

Section 6 *Quorum*. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. A member may participate by telephone as long as all members present can hear each other. The only business that the board can conduct at an adjourned meeting is that which was scheduled to be conducted at the original meeting.

Section 7 *Manner of Acting*. The act of the majority of the directors present at a meeting shall be the act of the Board of Directors.

Section 8 *Action without a meeting*. If all the board agrees an act could be done without a meeting if, before or after the action, a consent in writing, setting forth the act so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter.

Section 9 *Vacancies*. Any vacancies on the Board of Directors shall be filled by the board even if no quorum. The appointment lasts until the next election.

#### Article IV Committees

Section 1. *General Powers*. The Board, by resolution adopted by a vote of a majority of the directors may designate one or more committees. Each committee *shall* consist of one or more directors. All committees designated by the board shall serve at the pleasure of and report to the board.

Section 2. *Specific Committees*. There are certain committees that shall be designated as “standing committees” which shall be appointed at the first meeting of the Board of Directors. The “standing committees” shall be The Finance Committee, The Charitable Giving Committee, and The Annual Awards Committee. The Board of Directors may designate any other committees as they direct.

Section 3 *Committee Meetings*. Committees shall meet as directed by the board, and their meetings shall be governed by the rules for meetings of the board (notice provisions). Minutes shall be recorded at each committee meeting and shall be presented to the board.

## Article V Officers

Section 1 *Number* . The officers of the corporation shall be 3 in number and appointed by the board. The officers shall be a president, a secretary, and a treasurer. The board shall also appoint a chairman of the board.

Section 2 *Term of office*. Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice

Section 3 *Removal*. An officer appointed by the board may be removed with or without cause by a vote of a majority of the board.

Section 4 *Vacancies*. A vacancy in any office for any reason shall be filled by the board.

Section 5 *President*. The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall sign all corporate documents and agreements on behalf of the corporation unless the president or the board instructs that the signing be done by some other officer or agent. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office.

Section 6 *Chairperson of the board*. The chairperson shall preside at all board meetings. The chairperson shall have the power to perform duties as may be assigned by the board. If the president is absent or unable to perform his or her duties, the chairperson shall perform the duties of the president until the board directs otherwise. The chairperson shall perform all duties incident to the office.

Section 7 *Secretary*. The Secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member and or director as required by law, the articles on incorporation, or these bylaws; (c) be the custodian of corporate records (d) keep a register of the names, home or contact addresses, email addresses and telephone number(s) of each member, officer, and director; (e) maintain contact with the MHSAA and (f) perform all duties incident to the office and other duties assigned by the president or the board.

Section 8 *Treasurer*. The treasurer shall (a) have charge and custody over corporate funds and securities if any; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities, if any, received by the corporation at such depositories in the corporation's name that may be designate by the board; (d) complete all corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

## Corporate Document Procedure

All corporate documents including agreements, checks, purchase orders or offers to purchase shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board.

### Expenditures

Minor expenditures up to \$100.00 may be made *without prior* approval of the board however such expenditures must be in the normal course of operations for example flowers, postage, office supplies etc. Any expenditure beyond \$100.00 *must have prior* approval of the board and all expenditures shall be presented and approved at the next regularly scheduled board meeting.

### Banking and check approval

The board of directors shall select a local bank for the deposit of dues and other income or securities. All disbursements shall be made by check signed by not less than 2 persons designated as signatories by the board of directors. The signatories shall be officers or directors of the corporation.

### Article V Fiscal Year

The fiscal year shall be\_\_\_\_\_

### Article VI Amendments

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors or by the shareholders at any annual or special meeting. Amendments of the By-Laws by the Board of Directors or by the Shareholders requires the vote of not less than a majority of the members of the Board then in office.