

BY-LAWS
OF
GREEN BAY OFFICIALS ASSOCIATION, INC.

ADOPTED AUGUST 1, 1988

EDITED JULY 29, 1993

EDITED APRIL 27, 1998

EDITED APRIL 25, 2007

EDITED APRIL 24, 2024

ARTICLE I – NAME

- A. NAME.** The name of the Corporation is the Green Bay Officials Association, Inc. a non-profit organization incorporated in the state of Wisconsin.
- B. LOCATION.** Principal office is located in the state of Wisconsin.
- C. PURPOSES.** The purposes of the Corporation include:
1. Providing opportunities for dialogue, education, advancement and improvement of all aspects of sports officiating through meetings, seminars, clinics, publications, and other programs and activities.
 2. Promulgating policies and conducting activities for the betterment of relations with school systems, districts or leagues, conferences, or any agency or person involved with sports.
 3. Restrictions. All policies and activities of the Corporation shall be consistent with:
 - a. Applicable state and local rules, regulations, or other legal requirements.
 - b. Applicable tax-exemption requirements including the requirements that the Corporation not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.
- D. FISCAL YEAR.** The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March in each year.

ARTICLE II – MEMBERSHIP

- A. MEMBERSHIP QUALIFICATIONS.** Membership in the Corporation is available to persons involved in, or associated with, sports officiating and registered with the Wisconsin Interscholastic Athletic Association (WIAA) or other individuals as approved by the Board of Directors.
The Corporation reserves the right to verify licenses and backgrounds and to assign a GBOA Member number.

B. MEMBERSHIP EXPECTATIONS. Members of the Corporation are expected to:

1. Conduct themselves in a professional manner at all times.
2. Recognize an inherent responsibility to the game, players, coaches, spectators, and fellow officials.
3. Adhere to the Corporation By-Laws.
4. Adhere to the Code of Ethics published in the National Federations Officials Manual.
5. Members are expected to attend and actively participate in meetings, honor contracts, dress professionally, and be physically and mentally prepared

C. MEMBERSHIP. Membership in the Corporation will be of two types: Members and Members in good standing.

1. Members are those who pay their regular dues but otherwise fail to meet the requirements of a member in good standing.
2. Members in good standing are those who meet the following requirements:
 - a. engaged in sports officiating and registered with the WIAA
 - b. paying the appropriate corporation dues for each sport
 - c. attending the annual meeting
 - d. attending the appropriate sport meeting requirements
3. Voting privileges, use of the corporation website and eligibility to hold elected office in the Corporation is limited to members in good standing.

D. HONORARY MEMBERSHIP. Retired officials and others who have contributed outstanding service to the Corporation may wish to continue their affiliation. Honorary members will be charged no fee, will have no voting rights, and will not be required to register with the WIAA. High School Students who are registered with the WIAA can also be Honorary Members, charged no fee and have no voting rights.

E. APPLICATIONS FOR MEMBERSHIP. All applicants for membership must complete and sign the application form provided by the Corporation and submit the application to the principal office of the Corporation, located in the state of Wisconsin. Applications may be made either by paper application or by electronic means.

F. RESIGNATION. Any member may resign by filing a written resignation with the Board of Directors; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation.

G. EXPULSION. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

- A. DIRECTORS.** The business and affairs of the Corporation shall be managed by its Board of Directors. The number of directors of the Corporation shall be no less than five (5).
- B. COMPOSITION OF THE BOARD.** The elected officers will comprise the Board of Directors.
- C. REGULAR MEETING.** A regular meeting of the Board of Directors shall be held without notice immediately following the annual membership meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.
- D. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two directors. The President or Secretary calling any special meeting of the Board of Directors may designate any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them.
- E. MEETING NOTICE.** Where notice is required for a meeting of the Board of Directors it shall be written, delivered personally, mailed or electronically communicated to each director at their business address or at such other address so designated by the director in writing and filed with the Secretary, not less than forty-eight (48) hours prior to such meeting. If mailed such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereupon paid. Whenever any notice is required to be given to any director of the Corporation under the Articles of Incorporation or by-laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- F. QUORUM.** Except as otherwise provided by law or by the Articles of Incorporation or these by-laws, a majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.
- G. MAJORITY RULE.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these by-laws.

- H. MEETING PRESIDER.** The President, and in his/her absence, the First Vice-President, shall call the meeting of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any director or other member of the Corporation present to act as secretary of the meeting.
- I. VACANCIES.** Any vacancy occurring in the Board of Directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors; provided, that in case of a vacancy created by the removal of a director by vote of the members, the members shall have the right to fill such vacancy at the same meeting or any subsequent meeting called for that purpose.
- J. POWER OF THE BOARD OF DIRECTORS.** The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in his/her stead, or to perform the duties of such officer whenever for any reason it is impractical for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he is so appointed to be assistant, or as to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.
- K. BOARD DUTIES.** The Board of Directors shall:
1. Rule on membership status, make interim appointments when necessary, and call any special meetings deemed necessary.
 2. Maintain the Corporation Website (www.gboa.org) including approving High School Conferences' use of the website for WIAA contracts and other items deemed appropriate.
 3. Appoint committees and committee chairpersons as needed.
 4. Review the recommendation for disciplinary action referred from the Disciplinary Hearing Committee, hear any appeal on the recommendation, and approve the final disciplinary action. A board member involved in any previous step in the disciplinary action process shall be excused from the review and appeal action.
- L. COMPENSATION.** The Board of Directors shall serve without compensation.
- M. INDEMNIFICATION** The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such

capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

- N. REQUIRED ACTION.** Any action or permitted by the Articles of Incorporation or by-laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting for the action so taken, shall be signed by all of the directors then in office.

ARTICLE IV – OFFICERS AND DUTIES

- A. OFFICERS.** The officers of the Corporation shall be elected from the membership and shall hold the positions: (1) President; (2) First Vice-President; (3) Second Vice-President; (4) Treasurer; (5) Secretary... Only members in good standing shall be eligible to be officers of the Corporation.
- B. PRESIDENT’S DUTIES.** The President shall preside over the annual meeting and generally supervise and direct all Corporation affairs; shall sign and acknowledge on behalf of the Corporation all instruments of Corporation business; shall be responsible for all communications with state associations and all conferences; shall maintain an adequate filing system; shall issue calls for all Corporation meetings; and shall be the contact person for all general Corporation business.
- C. FIRST VICE-PRESIDENT’S DUTIES.** The First Vice-President shall, in the absence of the President, perform all the duties and exercise all the power and privileges of the President; and shall assist the President and the Corporation in all areas of endeavors where help is needed. The First Vice-President shall be the liaison between the officers and the sports committees. He/she shall be responsible for the publication and distribution of the Corporation newsletter.
- D. SECOND VICE-PRESIDENT’S DUTIES.** The Second Vice-President shall in the absence of the President and the First Vice-President perform all the duties and exercise all the power and privileges of the President; shall assist the President and the Corporation in all areas of endeavors where help is needed; shall organize the annual meeting; and shall be the main interpreter for the Corporation by-laws. The Second Vice-President shall be the liaison between the officers and all other committees.

- E. TREASURER'S DUTIES.** The Treasurer shall keep all records, books, and papers of the Corporation, keep correct and accurate books of accounts to be settled and balanced yearly on or before the annual meeting; he/she shall receive all money payable and deposit the same to the credit of the Corporation in some bank of deposit. The Treasurer shall also make financial updates available to all members a minimum of 3 times per fiscal year, as well as upon other membership requests. A second officer of the Corporation will also have complete access to all banking and financial data for review.
- F. SECRETARY'S DUTIES.** The Secretary shall keep correct minutes of the annual meeting; shall handle all correspondence for the Corporation and keep all annual meeting attendance sheets. The Secretary shall send out all meeting notices; handle all application for membership both paper and electronic; and send out information to the appropriate places to recruit new members to the Corporation.
- G. TERM OF OFFICE.** The officers of the Corporation shall be elected for two-year terms by the members present at the annual meeting. Each officer shall hold office until his/her successor has been duly elected or until his/her death, resignation, or removal. Newly elected officers will assume duties of their office as of June 1.
- H. REMOVAL.** Any officer or agent may be removed for cause by the membership. A special membership meeting shall be called and an affirmative vote of the majority of eligible voters is required for removal.
- I. VACANCIES.** A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled with a member of the Corporation by the Board of Directors for the unexpired portion of the term.

ARTICLE V – COMMITTEES

- A. SPORTS COMMITTEES.** Shall be appointed by the Board of Directors and headed by a sports committee chairperson appointed by the Board of Directors. The sports committee chairperson shall not be an officer of the Corporation. Any deletions or additions to the committee will be approved by the Board of Directors.
1. Purpose; To oversee the operation of each sport sponsored by the Corporation.
 2. Duties.
 - a. Update of rosters for both members and members in good standing.
 - b. Prepare communication to athletic directors and commissioners after the annual meeting and prior to the sports season.

- c. Recruit new officials.
- d. Train officials through the scheduling and organization of clinics and meetings.
- e. Submit a budget to the Board of Directors prior to April 1st.
- f. Prepare a report for the annual meeting

B. DISCIPLINARY HEARING COMMITTEE. Shall be appointed by the Board of Directors as required and consist of three members in good standing. Any deletions or additions to the committee will be approved by the Board of Directors.

- 1. Purpose. To review reports and complaints against members, conduct disciplinary hearings, and recommend appropriate disciplinary action to the Board of Directors.
- 2. Any member of the Disciplinary Hearing Committee who has a complaint filed against them shall be replaced by the Board of Directors for that hearing.
- 3. Duties.
 - a. Review reports and complaints.
 - b. Hold disciplinary hearing.
 - c. Recommend disciplinary action to the Board of Directors if required.
 - d. Provide written notice to accused member of recommended action.
 - e. Maintain a disciplinary file.
 - f. Prepare a report for the annual meeting.
- 4. Depending on the severity of the act, the Disciplinary Hearing Committee may recommend any of the following five actions.
 - a. Warning. Issuance of a letter of warning. The warning letter shall be removed from the disciplinary file after two years without further incident.
 - b. Probation. The officials name shall be removed from the Corporation's roster and website for one year in the involved sport. The sports committee will not actively assign or recommend this official.
 - c.. Suspension. The official shall be removed from the Corporation's roster and website for two years in the involved sport. Re-instatement is at the discretion of the Board of Directors.
 - d.. Expulsion. Expelled as a member of the Corporation.
- 5. The member may appeal the recommended disciplinary action to the Board of Directors.

C. BY-LAWS COMMITTEE. Shall be appointed by the Board of Directors. Any deletions or additions to the committee will be approved by the Board of Directors.

1. Purpose. To review the by-laws and recommend changes to the membership.

2. Duties.

- a. Review all articles of the by-laws.
- b. Propose changes to the by-laws.
- c. Present by-law changes at the annual meeting for membership voting.

D. AD-HOC COMMITTEES. Shall be appointed by the Board of Directors. Any deletions or additions to the committee will be approved by the Board of Directors.

1. Purpose. To aid in the administration of the Corporation in matters not covered by existing committees.
2. Duties shall be designated by the Board of Directors.
3. Prepare a report for the annual meeting.

ARTICLE VI – MEETINGS

A. ANNUAL MEMBERSHIP MEETING. The annual meeting of the Corporation shall be held on the last Wednesday in April at a time and place set up by the Second Vice-President and approved by the Board of Directors.

The Annual Meeting is mandatory for all members who wish to remain “members in good standing”. A member who is unable to attend the annual meeting must be excused by a member of the Board of Directors prior to the meeting..

B. SPECIAL MEETINGS. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President of the Board of Directors or by the person designated in the written request of members constituting not less than 20% of all members of the Corporation entitled to vote at the meeting.

C. LOCATION. The Board of Directors may designate any place, within the State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

D. NOTICE. Written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days (unless a longer period is required by law or the Articles of Incorporation) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction

- of the President, or the Secretary, or other officer or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at their address as it appears on the books of the Corporation, with postage thereupon paid.
- E. QUORUM.** The quorum necessary to conduct Corporation business shall be 20% of the total Corporation membership.
 - F. PRESIDER.** The President, and in his/her absence, the First Vice-President, shall call the meeting of the members to order and shall act as chairman of the meeting, and the Secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other member of the Corporation to act as secretary of the meeting.
 - G. VOTING MEMBERS.** At all meetings of members, a member entitled to vote may vote in person or by mail prior to the meeting. Proxy voting is not permitted.
 - H. VOTING.** Each member in good standing shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of members, however, at a meeting involving an individual sport, only those members registered in that sport shall be entitled to vote.
 - I. WAIVER.** Whenever any notice is required to be given to any members of the Corporation under the Articles of Incorporation or by-laws or any provision of the law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the member entitled to such notice, shall be deemed equivalent to the giving of such notice; provided that under any provision of the Wisconsin Nonstock Corporation Law, shall contain the same information as would have been required to be included in such notice, except the time and place of meeting.
 - J. SPORT SEASON MEETINGS.** Scheduled meetings will be held during the respective sport seasons as determined by the respective Sports Committees.
 - K. MEETING ATTENDANCE.** Members are expected to attend all meetings in their respective sports. A member must attend at least 50% of their individual sports meeting to remain a member in good standing in the Corporation

ARTICLE VII – DUES AND ASSESSMENTS

- A. DUES.** Annual dues for all regular members of the Corporation shall be established by a majority vote of the membership present at the annual meeting upon recommendation of the Board of Directors. All dues shall be payable at the annual meeting. Failure to pay dues will prevent the individual's access to and information from the Corporation Website

- B. REFUND.** No dues will be refunded.

ARTICLE VIII – RECOGNITION OF NEW SPORTS

- A. REQUEST.** Any member who feels the need for the recognition of a new sport by the Corporation shall present such a request to the Board of Directors.
- B. PROCEDURE.** Upon receipt of such request, the Board of Directors shall begin a one-year study of the request. During the one-year study, announcement of such shall be made at the annual meeting, and rules meetings shall be held for those individuals registered in that sport. At the annual meeting the following year, a report shall be made to the entire membership. If report of the Committee is favorable to the recognition of the named sport, a vote of the entire membership shall be taken. Approval by a majority vote shall constitute recognition of the sport by the Corporation.

ARTICLE IX – CONTRACTS, LOANS, CHECKS, AND DEPOSITS

- A. AUTHORIZATION.** The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President or the First Vice-President and by the Secretary-Treasurer; the Secretary, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.
- B. INDEBTEDNESS.** No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.
- C. ORDERS FOR PAYMENT.** All checks, drafts or other orders for payment of money, notes or other evidences or indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.
- D. FUNDS.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE X – AMENDMENTS

- A. BY-LAWS.** These by-laws may be altered, amended or repealed and new by-laws may be adopted at a meeting of the membership with a quorum present and the majority voting for such action.
- B. SUSPENSION OF BY-LAWS.** These by-laws may be suspended by a 2/3 majority vote of the members present at any meeting.