

**BY-LAWS OF THE
NEBRASKA HIGH SCHOOL OFFICIALS ASSOCIATION**

1.1 Name

1.1.1 The Association shall be known as the Nebraska High School Officials Association (NHSOA)

1.2 MISSION AND PURPOSE

1.2.1 The Nebraska High School Officials Association serves to meet the needs of every high school official by partnering with Nebraska School Activities Association (NSAA) and other local associations to provide a quality learning experience for all officials.

1.2.2 We believe

- A. In developing a high level of integrity and professionalism among officials
- B. In teaching and promoting good sportsmanship to coaches and players
- C. In providing camps/clinics to educate officials towards a common philosophy, rules knowledge and the proper mechanics to enforce these rules
- D. Retain and recruit officials by working with each other and the NSAA in a constructive and cooperative manner
- E. In developing a statewide mentoring program
- F. Recognize our officials for their time and service

1.3 MEMBERSHIP, DUES AND FISCAL YEAR

1.3.1 Any presently registered official with the NSAA may become an active member of the NHSOA.

- A. Previously NSAA registered, retired, and non-active officials are eligible to become members.
- B. There shall be no discrimination on the basis of race, religion, gender, disability or national origin

1.3.2 Membership to the NHSOA shall be from June 1 to May 31 of the calendar year

1.3.3 Membership dues shall be \$30.00 per year. A member shall only pay the fee once even if he/she is an official of multiple sports. Membership includes a free clinic for each member in each sport they work.

1.1.2 The fiscal year for the NHSOA shall run from June 1 thru May 31.

1.4 BOARD ORGANIZATION

1.4.1 For the purpose of effecting equitable representation, the Board of Directors will consist of a representative from each NSAA sanctioned sport, if said sport desires representation. Also on the board will be the NHSOA director and NSAA supervisor of officials. The NHSOA director and NSAA supervisor of officials will sit on the board as non-voting members.

- A. Softball, baseball, basketball, volleyball, football, wrestling, track & field, soccer, and swimming & diving are said sanctioned sports. Each sport will have a separate committee. Sport committee will be comprised of a representative from each of the 6 districts in the State, providing that district has a representative available. Sport committee chairperson will serve on the NHSOA board of directors.
- B. In the event of a board member vacating his or her position for any reason the NHSOA director and NSAA supervisor of officials shall appoint a new representative from that sport committee.
- C. Each board member shall serve a term of 4 years. Board members will be limited to two consecutive terms, unless no willing candidate is available in their respective sport. Appointed board members shall serve out the remainder of said term until that term expires.
- D. Current board members shall serve until the 1st election in 2017. Board members from softball, basketball, track & field, and soccer will be elected in odd years beginning in 2017. Board members from baseball, volleyball, football, wrestling, swimming & diving will be elected in even years beginning in 2018.

1.4.2 NHSOA board members and sport committee members shall be active NSAA officials and/or NSAA observers and dues paying members in good standing with the NHSOA and NSAA. The NSAA supervisor of officials shall be excluded from paying dues.

1.4.3 Election of board members will come from within representatives from said sport committee members.

- A. Elections shall be in May and elected board members shall assume duties on June 1

1.4.4 Elected officers of NHSOA board shall consist of a Secretary and Treasurer

1.4.5 Officers of said board shall consist of the secretary and treasurer

- A. Election of officers will be held at the March meeting of the board of directors when the term is about to expire
- B. Each officer will serve a term of 2 years unless the Code of Ethics is violated.
- C. The duties of the officers are:
 - 1. Secretary – record the minutes of the board meetings and post the approved minutes on the NHSOA website

2. Treasurer – maintain NHSOA finances, prepare and submit tax documents, pay all approved bills, make deposits and submit reports to the board and put financials on the NHSOA website
- 1.4.6 Non-Elected officer of NHSOA board.
- A. NHSOA director shall be hired by the NHSOA board members.
 - B. Duties of NHSOA director, serve as a liaison to the NSAA, preside over meetings, create an agenda, establish the meeting time and place.

1.5 MEETINGS

- 1.5.1 NHSOA Board of Directors will meet 3 times a year. Special meetings may be called by the NHSOA director or any 2 board members. All regular and special meetings are open to any NHSOA member or NSAA staff.
- A. Minutes will be kept showing the time, place and board members present and absent with the matters discussed. Any action taken or any motion duly moved and seconded shall be by roll call vote and the record will state how each member voted
 - B. Agenda and minutes will be available for all NHSOA members to view at the NHSOA website
- 1.5.2 A quorum for the transaction of business at any meeting of the Board of Directors shall be not less than one-half (1/2) of the total number of members of the Board of Directors. In the absence of a quorum, a majority of the Directors may, adjourn the meeting from time to time until a quorum is present. The act of the majority of the Directors present at any meeting at which a quorum is present, shall be the act of the Board of Directors except as otherwise specifically required by law, the Articles of Incorporation or these By-Laws. When the business before the Board of Directors is the filling of vacancies on the Board, a majority of the remaining Board shall constitute a quorum.

1.6 CODE OF ETHICS

- 1.6.1 Board of Directors will cooperate and be professional with the NSAA and fellow officials.
- 1.6.2 Board of Directors will do nothing to cause NHSOA and NSAA embarrassment
- 1.6.3 Board of Directors shall be fair and unbiased in any decisions made
- 1.6.4 Board of Directors shall uphold and abide by all rules enforced by NHSOA and NSAA.
- 1.6.5 Elected board members shall attend 2/3 of all board meetings

1.7 COMMITTEES

- 1.7.1 Each NHSOA sport committee will have their own duties; these duties include but are not limited to:
- A. Facilitate clinics/camps throughout the state
 - B. Develop & maintain mentoring program
 - C. Retain/recruit officials
 - D. Submit information for a quarterly newsletter
 - E. Develop & maintain program to honor officials at state championships
 - F. Have a Chairperson and Co-Chair
- 1.7.2 The NSAA/NHSOA Organization Chart will be used as a reference to the chain of command. It will be part of these by-laws as an addendum. The organizational chart may be updated by approval of the board of directors of the NHSOA and the director of the NSAA

1.8.1 INDEMNIFICATION

- 1.8.1 The Association shall indemnify any Director, officer, or employee, or any former member of the Board of Directors, former officer or former person who may have served at its request as a Director, officer or employee of another Association in which that Association owned shares of capital stock, or of which the Association is a creditor, or in which the Association has an interest, or with which the Association shares a common purpose or activity, against any and all expenses, including attorney's fees, liabilities, claims, judgments, fines, costs and amounts paid in settlement, actually and reasonably incurred by or imposed upon him in connection with, arising out of, or resulting from any claim, action, suit or proceedings, whether threatened, pending or completed, and whether civil, criminal, administrative or investigative, including appeals, in which he may be involved or to which he is or may be made a party by reason of his being or having been a member of the Board of Directors, officer or employee of the Association, or at its request, a Director, officer or employee of any other Association.

Said right of indemnification shall extend to all matters as to which a majority of the disinterested remaining members of the Board of Directors of the Association or independent legal counsel, in a written opinion, shall determine that said Director, officer or employee acted in good faith, for a purpose which he reasonably believed to be in the best interest of the Association, or of such other Association, and had no reasonable cause to believe that his conduct was unlawful.

The right of indemnification shall not extend to matters as to which such Director, officer or employee is finally adjudged in such action, suit or proceedings to have been liable for negligence or misconduct in the

performance of his duty to the Association, except to the extent that the Court in which such action or suit was brought may determine upon application that despite such adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity.

The Association may advance expenses to, or where appropriate may itself or at its expense undertake the defense of any Director, officer or employee provided that he shall have undertaken to reimburse such expenses if it should be ultimately determined that he is not entitled to indemnification under this section. The provisions of this section shall be applicable to all claims, actions, suits or proceedings made or commenced after the adoption of this section, whether arising from acts or omissions occurring before or after its adoption.

The right of indemnification herein provided shall not be exclusive of other rights to which such Director, officer or employee may be entitled as a matter of law, shall continue as to a person who has ceased to be such Director, officer or employee, and shall inure to the benefit of the heirs, estates and personal representatives of such Director, officer or employee of this Association.

The Association may purchase and maintain liability insurance on behalf of any person who is a Director, officer or employee of the Association or of any such other Association or Association against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such.

1.9 DISSOLUTION

1.9.1 On the dissolution of this Corporation and Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the debts and liabilities of this Corporation and Foundation, distribute all assets of this Association remaining after payment of debts and liabilities to the Nebraska Officials Foundation

1.10 AMENDMENTS

- 1.10.1 These By-Laws may be amended, or restated, in whole or in part, by the affirmative vote of two-thirds (2/3) of the full membership of the Board of Directors of this Corporation and Foundation, at any annual meeting, regular meeting or special meeting of the Board of Directors called for that purpose provided that ten (10) days prior written notice of such meeting with a copy of such proposed amendment has been sent to each member of the Board of Directors with such notice.
- 1.10.2 These By-Laws shall not be effective until approved by two-thirds (2/3) of the Board of Directors of this Corporation and Foundation.
- 1.10.3 Whenever a pronoun is used in these By-Laws, the masculine shall include the feminine, and the feminine shall include the masculine.