

BY-LAWS OF

NENOA

ARTICLE I - ASSOCIATION

Section 1. Association. This corporation, NENOA, Inc., shall be herein referred to as “the Association.”

Section 2. Chapters. The membership of the Association shall be divided by geographic region into three Chapters: the Elko Chapter, the Winnemucca Chapter and the Ely Chapter. Each shall be composed of the members residing within northeastern Nevada closest to each Chapter city. The President shall insure that each Chapter has its own rules Instructional Chairman and Assignor, or Assignment Committee, for each sport.

ARTICLE II - COMMISSIONER

Section 1. Recognition. The Association shall recognize the Commissioner appointed by the Nevada Interscholastic Athletic Association (NIAA) as the liaison between the Association and the NIAA.

Section 2. Authority. The Commissioner shall: (a) insure that officials and rules Instructional Chairman and Assignors, or Assignment Committees, are organized for each sport in each NENOA Chapter; (b) administer the annual NIAA certification exam and report the results in writing to the NIAA and the President; (c) prepare a written roster of all NIAA registered officials in all sports (including name, address, phone numbers at home, work and cell, and email address) and deliver the roster to the NIAA and each participant in that sport; (d) receive communications to the Association from the NIAA and deliver them to the President and make all NIAA required reports on behalf of the Association to the NIAA; (e) receive, process and attempt to resolve written complaints from officials and member schools about the officiating of contests, deliver a copy to the President and, when necessary, communicate them to the NIAA with recommendations; (f) represent the NIAA at the annual, pre-season coaches-officials clinic for each sport; (g) receive written deletions of officials from member schools (maximum two per sport before first contest for the sport) and deliver a copy to the NIAA, the President, the Assignor for that sport, and the official deleted; (h) receive written reports from officials on participant disqualifications due to flagrant or unsportsmanlike conduct and deliver a copy to the NIAA, the President and the member schools involved; and (i) oversee the assignment process used in the assigning of Association officials to all interscholastic contests, both league and non-league, in all recognized sports for which officials are needed by member schools within the NENOA region.

Section 3. Prohibitions. The Commissioner shall have no authority to: (a) handle Association funds, receipts or expenditures or use any Association credit card. That function shall be performed by the Association Treasurer; (b) make the assignments of NIAA registered officials to contests in northeastern Nevada. That function will be performed by the Assignor or Assignment Committee for each Chapter. Although the Commissioner is responsible to the NIAA to ensure that all contests are assigned NIAA officials, the actual assignments will be

made by the Assignor or the Assignment Committee; (c) run the officials' meetings. That function will be performed by the President. The Commissioner shall make NIAA announcements at such meetings; (d) provide instruction to officials at the officials' meetings. That function will be performed by the rules Instructional Chairman.

ARTICLE III - MEMBERSHIP

Section 1. Membership. The membership of the Association shall be all active NIAA registered high school sports officials residing in northeastern Nevada, i.e., the counties of Elko, Eureka, Humboldt, Lander, Nye (as needed) and White Pine.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. Meetings of Members. For each high school sport, the Chapters shall hold no less than 5 meetings per sport prior to and during the season. This is currently the minimum number of meetings required by NIAA rules.

Section 2. Notice of meetings of members. Written notice of the first meeting of the members for each sport, stating the time, place and object, shall be mailed to each member at such address as appears on the books of the Association, no less than fourteen days before such meeting.

Section 3. Voting. The presence of twenty percent of the active membership constitutes a quorum. A majority vote of such members where a quorum is present is necessary to make a decision, except where some other number is required by law or by these By-Laws. Neither proxy voting nor mail voting is permitted.

Section 4. Annual Meeting. An annual meeting of the members shall be held at such time and place as the President shall call.

Section 5. Qualification for Assignments. In order to be eligible for assignments an official must have met the following requirements:

- (a) dues paid in full;
- (b) in good standing with the NIAA;
- (c) received the minimum score on the NIAA test;
- (d) regular attendance at instructional meetings.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers and Duties. The business and affairs of the Association shall be managed by its Board of Directors, and the Board of Directors may exercise all such powers of the Association as are not by law, or by the Articles of Incorporation or by these By-Laws, directed or required to be exercised by the members.

Section 2. Composition. The Board of Directors shall be composed of five Directors, one each from the Ely and Winnemucca Chapters and 3 from the Elko Chapter.

Section 3. Election of Directors. The Directors shall be elected by the members at the annual meeting of members.

Section 4. Meetings. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members. Special meetings of the Board of Directors shall be held at any time on the call of the President or at the request in writing of a majority of the Directors. Special meetings of the Board of Directors may be held at such place as shall be specified in the call for such meeting.

Section 5. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Informal Action. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

Section 8. President. The President shall be an *ex officio* member of the Board of Directors and shall chair its meetings without a vote.

ARTICLE VI - OFFICERS

Section 1. Elected Officers. The elected officers of this Association shall be a President, a Secretary, and a Treasurer to be elected annually by the Directors at the annual business meeting.

Section 2. Qualifications for Elected Officers. Only active members of the Association are eligible to be elected as officers.

Section 3. President. The President shall be the chief executive officer of the Association, and shall be responsible for all management functions. He shall have executive authority to see that all orders and resolutions of the Board of Directors are carried into effect, and, subject to the control vested in the Board of Directors by statute, by the Articles of Incorporation, or by these By-Laws, shall administer and be responsible for the overall management of the business affairs of the Association.

The President shall insure that there is a rules Instructional Chairman for each Chapter and each sport and an Assignor for each Chapter and each sport, except that for football and basketball, which shall have a three person Assignment Committee or each Chapter and sport.

Section 4. Secretary. The Secretary shall:

- a. Keep the minutes of the meetings of the Board of Directors;
- b. See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; and
- c. Be custodian of the records of the Association.

Section 5. Treasurer. The Treasurer will:

- a. Receive and be responsible for all funds of the Association and, in connection therewith, among other things; keep or cause to be kept full and accurate records and accounts for the Association; deposit or cause to be deposited to the credit of the Association all money, funds and securities so received in such bank or other depository as the Board of Directors or an officer designated by the Board of Directors may from time to time establish; and disburse or supervise the disbursement of the funds of the Association as may be properly authorized;
- b. Collect dues from the members, pay for the rulebooks and materials of the Association and collect all receipts from Association tournaments and events.
- c. Render an annual accounting to the members of the Association at the annual meeting; and
- d. Render an accounting to the Board of Directors and/or members when requested by the President;

Section 6. Instructional Chairman. The Instructional Chairman shall organize the instruction of the members at all Chapter instructional meetings in the rules, mechanics, and techniques of good officiating.

Section 7. Assignor. The Assignor, or Assignment Committee, shall assign qualified members to officiate all NIAA contests in northeastern Nevada. All communications by member schools regarding schedules (such as contest cancellations and time changes) – and all communications by officials regarding schedules (such as cancellations due to illness or emergency) – shall be made to the Assignor or a member the Assignment Committee.

ARTICLE VIII - BOOKS AND RECORDS

Section 1. Inspection. The books, accounts and records of the Association shall be open to inspection by any member of the Board of Directors at all times; and open to inspection by the active members at such times, and subject to such regulations as the Board of Directors may prescribe, except as otherwise provided by statute.

Section 2. Audit. The accounts of the Association shall be audited by a certified public accountant when appointed by the President with the approval of the Board. The CPA shall provide a report of any audit to the Board of Directors and which shall also be provided to the active members at the next annual meeting.

ARTICLE IX - DUES

Section 1. Annual Dues. The President shall determine from time to time the amount of annual dues payable by the members of the Association, the dates upon which payment is due and penalties for nonpayment or failure to pay in a timely manner.

ARTICLE XII - MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Association shall end on the 30th day of June in each year.

Section 2. Depositories. The Board of Directors and an officer designated by the Board of Directors shall appoint banks in which shall be deposited from time to time the money of the Association.

Section 3. Checks. All checks for the payment of money shall be signed by two members who shall be either an officer or a Board member..

Section 4. Contracts. Except as otherwise provided in the By-Laws, the Board of Directors may authorize any officer to enter into any contract in the name and on behalf of the Association.

Section 6. Status of Members. All members of the Association are independent contractors in their officiating capacities and not employees of the Association. All members of the Association recognize this status and understand that the Association, its officers, the NIAA, its officers, and the NIAA member schools, and their respective Districts, are not employers of officials, and therefore, the members may not collect worker's compensation from them.

Section 7. Amendment of By-Laws. These By-Laws may be amended or repealed by a vote of the active members in good standing present at any meeting of the members of the Association duly called and regularly held.

Dated: _____

PRESIDENT

ATTEST:

SECRETARY

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June 26, 2003*