



KENTUCKIANA BASKETBALL OFFICIALS ASSOCIATION BY-LAWS

ARTICLE I - NAME

The name of this association shall be the KENTUCKIANA BASKETBALL OFFICIALS ASSOCIATION, INCORPORATED, a Not-For-Profit Corporation of the Commonwealth of Kentucky. Its principal office shall be P.O. Box 37206, Louisville, Kentucky 40223. The Association may be referred to as the KBOA which shall be the same as the Kentuckiana Basketball Officials Association, Incorporated.

ARTICLE II - OBJECTIVES

The objectives of the KBOA shall include but are not limited to the following:

- a. Elevate the standard of high school basketball officiating;
- b. Provide means for the correct interpretation of rules;
- c. Secure a closer cooperation and understanding among all officials, coaches, athletic directors, table personnel, other school officials, fans, and the media;
- d. Foster a proper spirit of sportsmanship and fair play;
- e. Provide competent officials from this association;
- f. Provide programs to aid in the development of officials;
- g. Promote good fellowship among association members and the community;
- h. Abide by the Official's Code of Ethics of the National Federation of State High School Associations and the KBOA Statements of Ethics and Conflict of Interest policies.

ARTICLE III - MEMBERSHIP

Section 1. Membership. Membership in the Kentuckiana Basketball Officials Association shall be comprised of the following persons within the following classes of membership. These classes shall be:

- a. **Full:** Comprised of persons who are licensed basketball officials in good standing with the KHSAA and the KBOA. These persons are eligible to officiate high school basketball games (varsity, junior varsity, and freshman) in Kentucky.
- b. **Inactive:** Comprised of persons who formerly were Full members and who were in good standing when they ceased to be active members and who no longer officiate in the KBOA.
- c. **Associate:** Comprised of persons who may be licensed as basketball officials with the Kentucky High School Athletic Association and who have accepted an invitation to be an Associate member in the KBOA. As Associate members, these persons are not eligible under KBOA policies to officiate high school basketball games (varsity, junior varsity, and freshman games) in Kentucky.
- d. **Honorary:** Comprised of persons that the KBOA Board of Directors has bestowed this membership status on for outstanding contributions to high school basketball and/or to the KBOA.



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All members of the Kentuckiana Basketball Officials Association shall keep their mailing address, including their email address, current with the Corresponding Secretary. Said address shall be used for all mailed written correspondence between the Association and its membership

Section 2. Membership Process. In addition to KHSAA licensing, a person in order to become a Full Member in the KBOA must:

- a. Submit an application form, unless applicant was a member in good standing from the year immediately past.
- b. Fully attend and successfully complete a pre-season KBOA-sponsored training clinic during the first three years of KBOA FULL membership. The Board of Directors may waive this requirement;
- c. Be accepted as a member by the majority of the Board of Directors.

Section 3. Good Standing. In order to be in “Good Standing” with the KBOA a person must be in good standing with the KHSAA; be current on his/her KBOA dues, fees, fines, and assessments; attend a KBOA sponsored preseason, training clinic during the first three years of KBOA active membership (the Board of Directors may waive this requirement); comply with the By-Laws of the KBOA; and attend no less than the required number of member meetings as stated in the current KHSAA Officials Guidebook under the qualifications for officials to officiate postseason contests. (Per current KHSAA policy only one excused absence from a member meeting can be granted for working a KBOA staffed high school scrimmage or season game.)

To be eligible for postseason contests these meeting requirements must be made by January 31.

No basketball official shall be given high school game assignments through the KBOA unless said official is a Full member in good standing with the KBOA.

Section 4. Resignation. Any member may resign by submitting a letter of resignation directed to the Corresponding Secretary, which resignation shall be presented to the Board of Directors by the Corresponding Secretary at the first meeting after its receipt. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid prior to the receipt of such resignation.

Section 5. Reinstatements. Upon written request signed by the former active member who was in good standing when he resigned and filed with the Corresponding Secretary, the Board of Directors may, by the affirmative vote of a majority of the Directors, reinstate such former Full member to membership upon such terms as a majority of the Board of Directors may deem appropriate.

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Section 6. Leave of Absence (LOA). A Full member in good standing may take up to a one year LOA from active participation in the KBOA by notifying the Corresponding Secretary in writing. Full membership benefits and privileges remain unchanged during this period. Leave of absence shall only mean that the member does not work a basketball schedule for the affected year. All dues, fees, assessments, and fines are to be paid during the absence period. Meeting attendance requirements shall be waived during the leave period. To return from a LOA the person must notify in writing the Corresponding Secretary. Upon return from a leave of absence, the affected member will regain all rights, privileges, and benefits as were present when the leave started. After this LOA period the person either returns to Full or inactive member class.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. Meetings of Members. Regularly scheduled general membership meetings shall take place at such times and places as the Board may determine. The first regularly scheduled general membership meeting shall be scheduled no earlier than October 1 of the KBOA calendar year. The Board shall schedule enough general membership meetings to meet the Kentucky High School Athletic Association requirements as stated in the current KHSAA Officials Guidebook for minimum standards for officials to officiate postseason contests. The Board shall endeavor to provide the general membership with notice of the time and place of each meeting prior to September 1. (See Article III Section 3).

Section 2. Voting. The presence of thirty percent (30%) of the Full members 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. Only Full members have voting rights.

Section 3. Meeting Requirements. Each Full member shall be required to attend a sufficient number of meetings to satisfy the KHSAA requirement mentioned above in Section 1. To be eligible for postseason contests the Full member must satisfy these meeting requirements by January 31 of each season, attend the KHSAA Rules Interpreter Clinic for that season, and pass the Federation Part II Test with the minimum score specified by the KHSAA.

ARTICLE V – BOARD OF DIRECTORS (INCLUDES EXECUTIVE OFFICERS)

Section 1. General Powers and Duties. The property, business and affairs of the corporation shall be managed by its Board of Directors, and the Board of Directors may exercise all such powers of the corporation 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 of the Kentuckiana Basketball Officials Association, Incorporated, also known as the "Board" shall include the six Executive Officers and seven



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At-Large members of the KBOA. No less than two of the At-Large members shall have between two and five years of Full membership in the KBOA. The Executive Officers shall include the President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer, and Immediate Past-President. Each of these Board members shall hold office until the next election for their position or until his/her death, resignation or removal prior thereto. The terms of office begin the first day of May of each calendar year and run through April 30th of the following year (this is a KBOA calendar year).

Section 3. Election of Board of Directors. The Directors shall be elected by the Full members of the KBOA at a February general membership meeting as follows:

- a. Beginning in 2009 and annually thereafter, the following positions: Recording Secretary, Corresponding Secretary, and the seven At-Large positions shall be elected by the Full members to serve one-year terms or until their successors have been elected and assumed office. Two of the At-Large positions shall be filled with Full members who have between two and five years of Full membership in the KBOA.
- b. Annually, starting in 2009 the Executive Office of President-Elect shall be elected by the Full members for a term of one year or until his successor has been elected and assumed office. The President-Elect shall automatically assume the Office of the President for the KBOA year immediately following his term as President-Elect. Following his term as President, this person automatically assumes the Office of Immediate Past-President for the succeeding KBOA year.
- c. Beginning in 2009 and bi-annually thereafter (odd years) the Office of the Treasurer shall be elected by the Full members to serve a two-year term or until his/her successor has been elected and assumed office. A person may run for successive terms for the Treasurer position.

Section 4. Qualifications for the Board of Director Members. Only Full members of the KBOA in Good Standing are eligible to be elected as a Board of Director.

Section 5. Nominations. The Nomination and Election Committee shall screen the Full membership and nominate there from at least two candidates for each Executive Office position and at least one candidate for each At-Large position, which is scheduled, for election.

At a general membership meeting, which precedes a general election by at least one week, nominations of candidates from the Full membership for these positions will be accepted from the floor, provided such nominated candidate has accepted such nomination in person or in writing.

If the number of candidates for each Executive Office position, including those persons whose names were placed in nomination from the floor and those from the Nomination and Election Committee, shall exceed two, that number shall be reduced to two at the meeting immediately preceding the general election. This reduction shall be accomplished by balloting from those Full members present and voting. The candidates for each Executive Office who receive the highest and second highest number of legal votes in this balloting shall then be eligible for election to the respective Executive Office at the general

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meeting where the elections are conducted.

Section 6. Elections. Elections shall be held in February at a general membership meeting so designated by the Board of Directors.

Section 7. Balloting. Balloting shall be by secret ballot by those Full members in good standing. For the general election, only one ballot may be cast by each Full member voting to fill the available Board of Director positions. A legal ballot includes only those submitted electronically or in paper as determined by the Nomination and Election Committee.

At the February general meeting where elections are conducted, the candidate for each Executive Office receiving the highest number of legal votes (consistent with the Nomination and Election Committee guidelines) from the Full members voting for a particular Executive Office, shall be certified as having been elected to fill that Executive Office for the next KBOA calendar year.

The top two At-Large candidates with two to five years of Full KBOA membership receiving the highest number of legal votes shall be certified as having won the first two At-Large positions. The next five At-Large candidates, regardless of years of membership, receiving the highest number of legal votes shall be certified as filling the five remaining positions on the Board of Directors. Any vote tie shall be broken by a runoff election for the remaining seats. The balloting procedure shall be determined by the Nomination and Election Committee subject to approval of the Board and shall be thoroughly explained to the membership in advance of any voting.

The number of votes received by a candidate shall be kept secret.

Section 8. Removal of Directors. The Board of Directors is empowered to remove, by a majority vote of the Directors, any member of the Board who is absent at any three consecutive meetings of the Board of Directors or in their judgment it is in the best interest of the KBOA. If a Board member is removed, the same process outlined in Section 10 below to fill unexpired terms or vacant positions shall be followed.

Section 9. Resignations. Any Director may resign at any time by giving written notice to the President or the Corresponding Secretary of the KBOA. Such resignation shall be presented to the Board at the next meeting after receipt and shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors with the exception of the Immediate Past-President and the President shall be filled by a majority vote of the Directors then in office at a regular meeting or a special meeting of the Board of Directors called for that purpose. Each Director so appointed to fill a vacancy shall hold office for the unexpired term of his predecessor or until

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his death, resignation or removal. Any vacancy thus filled is subject to ratification by the general membership at the next regularly scheduled general meeting of the Association. A simple majority of those present at such regular meeting shall constitute ratification.

If a vacancy occurs in the Immediate Past-President position, this vacancy shall not be filled for the unexpired term.

If the office of President becomes vacant during his/her term, the then President-Elect shall assume the office of President for the balance of the current term and at the expiration thereof, said person shall become President in accordance with these By-Laws.

If the office of President-Elect becomes vacant during the KBOA calendar year, the Board of Directors shall notify the general membership of a special election to fill such vacancy. Said special election shall be held in the same manner as the general election.

Section 11. Regular Board Meetings. The Board of Directors shall meet at the request of the President of the KBOA or the President-Elect, if acting in place of the President. A quorum of Directors is necessary to conduct Board business and a quorum shall be fifty percent (50%) of the membership of the Board of Directors.

Section 12. Special Meetings. Special meetings of the Board of Directors may be called by the President or by the President-Elect and any two Directors at a reasonable time and place that the calling party (the President or President-Elect and the two Directors) shall designate, to consider any proposed amendments to the Articles of Incorporation or By-Laws; to expel and/or replace any Executive Officeholder, Board member, or member of this Association; or to address a matter of emergency that requires action of the Board.

The purpose of the special meeting shall be made known to each Director at the time that such Director is notified of the meeting and there shall be no other business of any nature discussed at such meeting of the Board of Directors.

The Board of Directors is empowered to call special meetings of the general membership as may from time to time be necessary.

Section 13. Notice of Special Meetings. Notice of each special meeting shall be mailed (electronic or paper) by or at the direction of the Corresponding Secretary to each Director at the address on file with the Corresponding Secretary.

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Section 14. Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a day certain, and the Corresponding Secretary shall give all absent Directors seven days notice of such adjourned date; then the Directors present, on such adjourned date, shall constitute a quorum for the purposes of conducting business, provided that in no event shall a quorum consist of less than one-third of the whole BODs.

Section 15. Compensation of Directors. Only the Executive Officers of the Board of Directors shall have their annual KBOA membership dues waived during their tenure in office. The rest of the Directors shall not receive any compensation from the KBOA for their service as Directors.

ARTICLE VI – DUTIES OF THE EXECUTIVE OFFICERS

Section 1. President. The president shall preside at all meetings of the general membership and the Board of Directors. The president shall also create such committees, appoint chairpersons and members of such committees as shall, in the opinion of the president, be necessary to fulfill the objectives set forth in Article II of these By-Laws. One of these appointed positions is the Rules Interpreter for the KBOA. The Rules Interpreter shall hold meetings in the interest of uniformity and strict interpretation of the rules, mechanics, and techniques of good officiating before and during the season as a means of educating officials, coaches, players, and others interested in the fundamentals of good officiating.

The President shall also be the custodian of the Policy and Procedure Manual of the KBOA and shall serve on the Board of Directors of the Kentuckiana Basketball Officials Association, Incorporated.

Section 2. President-Elect. The President-Elect shall assist the President and shall serve in the capacity of the President when the president is absent or when requested to so serve by the President. The President-Elect shall also have general oversight for all committees created by the president; shall see that the rules of an orderly meeting (Robert's Rules of Order) are followed; and shall serve as a member of the Board of Directors of the Kentuckiana Basketball Officials Association, Incorporated. The President-elect shall automatically assume the office of President for the KBOA year immediately following his term as President-Elect.

Section 3. Recording Secretary. The Recording Secretary shall:

- a. Maintain complete records of all business proceedings;
- b. Report the minutes of the previous Board meeting at all general membership meetings;
- c. Record attendance at general membership meetings using the official Full membership list as provided by the Corresponding Secretary and Treasurer.
- d. Set up and conduct a three-year review cycle of the Policy and Procedure Manual
- e. Be custodian of the records.

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- f. In general, perform all the duties incident to the office of Recording Secretary, and such other duties as are provided by the By-Laws and as from time to time are assigned to him by the President.
- g. Serve as a member of the Board of Directors of the Kentuckiana Basketball Officials Association, Incorporated.

Section 4. Corresponding Secretary. The Corresponding Secretary shall:

- a. Handle all new applications for KBOA membership;
- b. Notify members of forthcoming events and functions of the KBOA;
- c. Work with the Treasurer to maintain an accurate listing of all members of the KBOA, including the class of membership, the current mailing address, the current e-mail address, and the telephone number of each member as provided by said member;
- d. Have administrative oversight over the KBOA website;
- e. In general, perform all the duties incident to the office of Corresponding Secretary, and such other duties as are provided by the By-Laws and as from time to time are assigned to him by the President.
- f. Serve as a member of the Board of Directors of the Kentuckiana Basketball Officials Association, Incorporated.

Section 5. Treasurer. The treasurer shall:

- a. Receive and be responsible for all funds (includes membership dues, fees, etc.) of and securities owned or held by the KBOA and, in connection therewith, among other things; keep or cause to be kept full and accurate records and accounts for the KBOA; deposit or cause to be deposited to the credit of the KBOA all money, funds and securities so received in such bank or other depository as the Board of Directors may from time to time establish; and disburse or supervise the disbursement of the funds of the KBOA as may be properly authorized;
- b. Render to the Board of Directors at any meeting when asked, financial and other appropriate records on the condition of the KBOA.
- c. Give a current financial report at all general membership meetings;
- d. By July 1st of each year, mail a notice of delinquency in KBOA dues and fees to any member who is then delinquent in the payment of such dues and fees; shall prepare and sign a written complaint to the Board of Directors regarding dues and fees delinquency in the account of any KBOA member who is delinquent in the payment of membership dues and fees each August 1st; shall offer evidence and testimony that may be requested at any hearing regarding the payment of dues and fees or delinquency thereof;
- e. Work with the Corresponding Secretary to maintain an accurate listing of all members of the KBOA;



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- f. In general, perform all the duties incident to the office of Treasurer, and such other duties as are provided by the By-Laws and as from time to time are assigned to him by the President.
- g. Serve as a member of the Board of Directors of the Kentuckiana Basketball Officials Association, Incorporated.

Section 6. Immediate Past-President. The Immediate Past-President shall:

- a) Serve as a consultant to the current President;
- b) In general, perform any such other duties as are provided by the By-Laws and as from time to time are assigned to him by the President.
- c) Serve as a member of the Board of Directors of the Kentuckiana Basketball Officials Association, Incorporated.

ARTICLE VII – SPECIAL AND STANDING COMMITTEES

Section 1. Nomination and Election Committee. The President shall appoint a Nomination and Election Committee and shall appoint the President-Elect to chair this Committee. This Committee shall consist of the President-Elect and three additional Directors currently in office. This Committee will follow the nomination process outlined in Article V Section 5 of these By-Laws. This Committee is also responsible for determining the balloting and election procedures to follow for the election.

Section 2. Training Committee. The President shall appoint, as many members as he/she feels are necessary to serve as the Training Committee. He/she will select one of them as Chairman. This Committee shall conduct the annual training clinics for new, transferee, and 2nd and 3rd year KBOA officials. Each year this Committee with input from the JV and Varsity assigners for the 6th & 7th regions should evaluate new prospective members, transferees and those required to attend the training clinic(s). This Committee makes recommendations to the Board of Directors on who should be offered membership and at what class. The Board will act on their recommendations.

Section 3. Special Committees. The President with the approval of the Board of Directors shall appoint such other committees, sub-committees or task forces as are necessary and which are not in conflict with the other provisions of the By-Laws. The President with the approval of the Board of Directors shall prescribe the duties of any such committee. An Honorary member who is appointed to a position authorized by the Board of Directors may vote in accordance with the obligations of that position, notwithstanding said person's inability to vote in general membership matters.

ARTICLE VIII – BOOKS AND RECORDS

Section 1. Location. The books, accounts and records of the KBOA may be kept as such place or places within the Commonwealth of Kentucky as the Board of Directors may from time to time determine.

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Section 2. Inspection. The books, accounts and records of the KBOA shall be open to inspection by any member of the Board of Directors at all times; and open to inspection by the Full members at such times, and subject to such regulations as the Board of Directors may prescribe, except as otherwise provided by statute.

Section 3. Audit. A person trained in public accounting or banking whom the President with the approval of the Board shall appoint shall informally audit the accounts of the KBOA not less than annually. This person shall provide a report to the Board of Directors and which shall also be provided to the Full members at the next general membership meeting.

ARTICLE IX – DUES AND FEES

Section 1. Annual Dues.

- a. The regular dues for Full members shall be equal to one Kentucky high school varsity, 2-person game fee as specified in the KHSAA Handbook in the KHSAA Rules and Regulations Governing Basketball Tournaments section. The dues do not include any supplement that the 6th and 7th Region Policy Board may add for incidental expenses such as travel and mileage. The fee amount in place during the current KBOA calendar year shall be used to determine the dues for the following KBOA calendar year.
- b. An official who has had their KHSAA dues waived due to longevity of service shall also have their KBOA dues similarly waived.
- c. The dues for new applicants and transfer applicants to the KBOA shall be deferred until accepted as a Full member at which time regular dues for one year shall become immediately due and payable.
- d. The annual dues required of Associate members, shall be FIVE Dollars (\$5.00), except that if the Associate member shall attend and pay the fee required for attendance at the pre-season training clinic, then there shall be a waiver of said member's dues for that KBOA year.
- e. The dues for Honorary members shall be waived.

Section 2. Payment of Annual Dues

- a. The annual dues for membership in the Kentuckiana Basketball Officials Association shall be **paid on or before the** April 1 preceding the KHSAA basketball season.
- b. A member who fails to pay his dues by this date shall not be considered a “member in good standing”.
- c. If paid following April 1 **but before August 1st** preceding the KHSAA basketball season, the amount of regular dues assessed shall be doubled.

Section 3. Delinquent in Payment of Annual Dues and Fees.

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- a. Any member who is delinquent in payment of said member's dues as of August 1st shall be dismissed from membership in the KBOA by a majority vote of the Board of Directors following the filing of the written complaint of the Treasurer as prescribed in Article VI (Duties of Treasurer) of these By-Laws. Failure to receive notice of delinquent dues as set forth in Article VI shall not waive the requirement to have dues current each year.
- b. Any such dismissed person may apply to the Board of Directors for immediate reinstatement to the KBOA for good cause shown. If reinstated into the KBOA, the Board of Directors shall assess the individual double dues and apply appropriate, progressive disciplinary action including but not limited to attendance at a training clinic, working at the training clinic, and loss of schedule for one or more months by maintaining the individual's status as "not in good standing".
- c. No basketball official shall be given high school game assignments because of his membership in the KBOA unless said official is a Full member in good standing with the KBOA.

Section 4. Other Fees. Nothing herein shall prohibit the assessment of a fee for attendance at the pre-season training clinic, an assigner's fee, or other KBOA functions. Honorary members may be charged a fee for attendance at a post-season KBOA banquet.

ARTICLE X - DISCIPLINE AND DUE PROCESS

A KBOA member who has his/her license suspended, revoked, or not renewed by the KHSAA is automatically "not in good standing" with the association. This person is automatically dismissed from the KBOA.

Section 1. Grounds for Discipline. Any Full or Associate member of the KBOA may be fined, placed on probation or suspended from the KBOA for not more than a year, or may be expelled by the Board of Directors following a hearing upon any written, signed complaint alleging:

- a. Any act or conduct that tends to hold this Association or its member in disrepute or is detrimental to this organization or its members;
- b. A failure to comply with the then-current KBOA By-Laws, established authority or regulations of the KBOA;
- c. A failure to comply with any duly passed Resolution of the Board of Directors;
- d. A delinquency in payment of authorized charges, fines, penalties or assessments;
- e. A failure to abide by the Association's Code of Ethics or Conflict of Interest
- f. A conviction or guilty plea to any felony crime;
- g. A conviction or guilty plea to any crime involving the use or distribution of any illegal drug or substance.
- h. Any other act or conduct properly brought before the Board of Directors that is conclusively established to be contrary to the best interests of the KBOA.

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Section 2. Notification of Charges. Whenever such a written, signed complaint is filed with the Board of Directors, the Directors who are present at a regular meeting of the Board of Directors shall:

- a. In executive session, determine whether the complaint warrants hearing.
- b. If the majority of Directors present and voting decide that a formal hearing is not warranted, no further action shall be taken.
- c. If the majority of members of the Board of Directors present and voting decide that a formal hearing is warranted, they may temporarily change the affected member's status to "not in good standing" until the outcome of the hearing has concluded.
- d. If the majority of Directors present and voting decide that a formal hearing is warranted, the Corresponding Secretary, at the direction of the Board Chairperson, shall write to the member alleged to be in violation, setting forth the allegations in detail and notifying said member of the time and place of a hearing at which said allegations will be addressed. This notification to a member shall be given by United States mail service, return receipt requested. This notification shall invite said member to attend said hearing along with person(s) and/or material(s) that said member may wish the Board to consider in reaching a decision relating to the complaint.
- e. All members of the Board of Directors shall be given reasonable notification to attend such hearings.

Section 3. Right of Hearing. A member charged with any violation shall have the right to be heard in person or by written statement made by him in his own defense at the hearing called to reach a decision relating to the complaint. At the hearing both sides may present any information or documents. A written decision shall be made and sent to both parties by certified mail, return receipt requested, within seven days after the completion of the hearing.

- a. No member of the Board of Directors who is instrumental in the preparation of a complaint shall be permitted to vote on the resolution of said complaint, nor shall said Director be permitted to attend any session of a meeting at which the evidence is being presented or discussed, except insofar as said Director is a witness in such session.
- b. No Director who has failed to attend all of any such hearing shall be permitted to vote upon the resolution of a complaint.
- c. The hearing on such a complaint shall be held no sooner than five days following the decision of the Board of Directors to take formal action; nor shall it be held more than twenty days following said decision. The hearing may be continued beyond this time schedule only at the request of the affected official. If the hearing is delayed by the affected official, the Board of Directors may change this official's status to "not in good standing" until the resolution of the matter.
- d. Any such hearing shall be held in a closed session of a meeting. During this closed session of the meeting, no other business shall be discussed and all proceedings therein conducted shall be



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strictly confidential and not reported to the general membership of the KBOA, unless an appeal to the general membership is taken by an aggrieved member.

- e. The Board of Directors attending such a meeting shall give due consideration to all evidence presented both for and against said member and shall impose an appropriate remedy up to and including expulsion.
- f. The decision of the Board of Directors shall be by a majority of the members of the Board present for the entire proceeding and voting. Any decision of the Board shall be mailed to the affected official within seven days of the completion of the hearing. The decision shall be prepared by the Corresponding Secretary at the direction of the Chairperson of the Board of Directors and served upon the affected member by United States mail, return receipt requested.

Section 4. Appeals. Any member aggrieved by the decision of the Board of Directors relating to a complaint filed against said member, shall have the right to appeal said decision to the general membership of the Association. Said appeal shall be made by a written, signed notice personally delivered to or mailed return receipt requested to the Chairperson of the hearing at the KBOA mail box within seven days of the date the Board's decision was served upon the affected member.

Any appeal to the general membership by an aggrieved member shall be the only business at a special meeting of the membership that is held no later than seven days following receipt of the notice of appeal by the Chairperson of the hearing.

The general membership shall uphold, amend or reverse the decision of the Board of Directors after being addressed first by a member of the Board of Directors designated by the Board to speak on its behalf and last by the aggrieved member or his/her designated spokesperson. The general membership shall not hear new testimony or review new evidence, but shall be limited to deciding the appropriateness of the decision of the Board.

The decision of the general membership in an appeal shall be given by the majority of Full members present and legally voting immediately following the address on behalf of the aggrieved member. The voting shall be by secret ballot and the aggrieved member or designee and the President of the KBOA shall each count the ballots. A tie in voting shall be decided by additional ballots taken.

The decision of the general membership in an appeal shall be final.

Section 5. Reinstatement. Any member who is suspended by the KBOA or KHSASA or had his/her license revoked by the KHSAA or not renewed may be reinstated by the Board of Directors following this period of disciplinary action provided said member has been licensed by the KHSAA and complied



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with any final decision. After this period of disciplinary action the person may apply for KBOA membership in any future KBOA basketball year, in the same manner as any new applicant.

ARTICLE XI – INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS SERVING IN A CORPORATE OR COMMITTEE CAPACITY

Section 1. Civil or Criminal Proceeding. The association shall have the power to indemnify any member who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, by reason of the fact that he is or was a director, officer or agent of the association, against expenses, including attorneys' fee, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the association and, with respect to any criminal action or proceeding, had no reasonable case to believe his conduct was unlawful.

Section 2. Negligence or Misconduct. No indemnification shall be made in respect of any claim, issue or matter as to which such member shall have been adjudged to be liable for negligence or misconduct of the performance of his duty to the association unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Determination of Indemnification. Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the association only as authorized in the specific case upon a determination that indemnification of the director, officer or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding;
- (b) If such a quorum is not obtainable, by a majority vote of the members.

Section 4. Insurance. The association shall have the power to purchase and maintain insurance on behalf of any member who is or was a director, officer or agent of the association against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such.



KENTUCKIANA BASKETBALL OFFICIALS ASSOCIATION BY-LAWS

ARTICLE XII – MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the KBOA shall end on the 31st day of December in each year.

Section 2. KBOA Calendar Year. The KBOA calendar year begins on the first day of May of each calendar year and runs through April 30th of the following year.

Section 3. Depositories. The Board of Directors and an officer designated by the Board of Directors shall appoint banks, trust companies, or other depositories in which shall be deposited from time to time the money or securities of the KBOA.

Section 4. Gifts. The Board of Directors may accept on behalf of the KBOA any contribution, gift, bequest or devise for the general purposes or for any special purposes of the KBOA.

Section 5. Status of Members. All members of the KBOA are independent contractors in their officiating capacities and not employees of the KBOA, or of any officer or At-Large Directors. As such no deduction of any taxes will be taken out of any payment to them. All members of KBOA recognize this status and understand that the KBOA, nor its officers or At-Large Directors are employers, and therefore, the members may not be able to collect worker's compensation from the corporation or any other person or entity for injuries sustained while performing or traveling to and from officiating or officiating-related work. A member may decide to accept or reject game assignments.

Section 6. Contractual Relationship of Members. Each member of the KBOA agrees by becoming a member that these By-Laws and all other rules, regulations and policies of the KBOA constitute a valid contract between the member and the KBOA.

Section 7. Amendment of By-Laws. These By-laws may be amended or repealed by a two-thirds majority vote of Full members present and casting a legal vote at any general membership meeting of the KBOA duly called and regularly held, notice of such proposed changes having been sent either in writing or via e-mail to the Full members thirty days before such meeting.

Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any twenty-five Full members, which shall be addressed and delivered to the Corresponding Secretary. Once received, the proposed addition or amendment stands referred to the Ad Hoc Ethics Committee appointed by the President. This committee shall determine whether the proposed addition or amendment conflicts or impacts other sections of the current By-Law. Following said investigation and report to the President the proposed additions and/or the Board of Directors shall present amendments to the Full members with or without recommendation.

Completely Revised and approved at 1/20/2008 General Membership Meeting



KENTUCKIANA BASKETBALL OFFICIALS ASSOCIATION BY-LAWS

The effective dates of all additional By-Laws or amendments to a By-Law that have passed shall be the first day of the next KBOA calendar year immediately following the date of general membership approval, unless the Resolution presenting the additional By-Law or amendment shall state a different effective date.

Section 8. Rules of Procedures. The Rules of Procedure governing all meetings of the Kentuckiana Basketball Officials Association, Incorporated, and all meetings of the Board of Directors of the Kentuckiana Basketball Officials Association, Incorporated, shall be those contained in the latest edition of Robert's Rules of Order.