

NEW MEXICO YOUNG AMERICA FOOTBALL LEAGUE OFFICIALS ASSOCIATION

BY-LAWS

TABLE OF CONTENTS

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Ratified By General Membership 1.4.2017

ARTICLE I Name, Office & Duration

ARTICLE II Purpose

ARTICLE III Membership

1. Class of Membership
2. Qualifications
3. Term
4. Rights
5. Objective & Affiliation
6. Minimum Age
7. Corporate Year

ARTICLE IV Meetings

1. General Meetings
2. Annual Meetings
3. Special Meetings
4. Quorum

ARTICLE V Board of Directors

1. Duties, Responsibilities & Qualifications
2. Number and Terms of Directors
3. Regular Meetings
4. Special Meetings
5. Quorum

ARTICLE VI Officers

1. Officers
2. President
3. President Elect
4. Secretary
5. Treasurer
6. Vacancies/Exception
7. Holding of More Than One Office
8. Committee and Chairman
9. Removal from office

ARTICLE VII Miscellaneous Regulations

1. Execution of Instruments
2. Specific Executing Officer
3. Fees
4. Supplemental Policies, Procedures and Codes

ARTICLE VIII Statement of Non-Discrimination

ARTICLE IX Amendment of By-Laws

1. Authority to Amend
2. Procedure for Amending

Secretary's Certificate

NEW MEXICO YOUNG AMERICA FOOTBALL LEAGUE OFFICIALS ASSOCIATION BY-LAWS

ARTICLE I

Name, Office, and Duration

Section 1. Name. The name of this corporation is The New Mexico Young America Football League Officials Association.

Section 2. Location. The principle place of business and administrative office shall be located in Albuquerque, New Mexico, USA.

Section 3. Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purpose

Section 1. OBJECTIVE. The Corporation is organized exclusively for charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. It is the intent of this corporation that it shall be comprised of persons who are interested in the development of youth for the highest standard of competitive football and to instill in such youth the spirit of sportsmanship, goodwill and fair play. To this end, the officers and members shall do their best to provide qualified and capable coaching and officiating personnel.

Section 5.1 AFFILIATION. The NMYAFL Officials Association will be affiliated with the New Mexico Young America Football League. The Association will be subject to YAFL by-laws and in accordance with supplemental policies, procedures, and codes as provided by the YAFL Officials Association Board of Directors/Crew Chiefs.

Section 6. MINIMUM AGE. The minimum age of NMYAFL Officials shall be defined by the General Membership, approved by the Board of Directors, and established within the necessary supplemental policies, procedures, and codes.

ARTICLE III

Membership

Section 1. CLASSES OF MEMBERSHIP. There will be two classes of membership: General Membership and Special Membership.

Section 2. QUALIFICATIONS.

General Membership:

Any person who has properly completed the NMYAFL Officiating Application, Independent Contractor's Agreement, and has registered with NFHS and Arbiter Sports is considered a General Member. General Members shall each have one vote on any matter requiring a vote of the membership, including the election of persons to the Board of Directors. General Members in good standing are entitled to vote as specified in Article 1, section 2, of these By-Laws; and supplemental policies, procedures, and codes as provided by the YAFL Officials Association Board of Directors/Crew Chiefs, and are entitled to all rights and privileges of membership.

Special Membership:

Special Members will include individuals serving in special officiating assignments of the association without completing criteria for General Membership. Special Members shall be allowed voice without vote in matters requiring vote of the membership.

Section 3. TERM. General Membership will be valid from the time of registration, to the official close of the then current football season, to include all post season games. Special Memberships will continue to serve until replaced by succeeding Special Members.

Section 4. RIGHTS AND PRIVILEGES. No property shall be held in the name of any individual member of this corporation but any property of the corporation shall be held in the name of the corporation.

Section 7. CORPORATE YEAR. The corporate year for the purposes of holding elections, terms of office and for such other reasons as may be required, except for fiscal purposes, shall commence on the first Sunday in December. The Corporate Year for financial purposes shall end at midnight on the last day of November.

ARTICLE IV

Membership Meetings

Section 1. GENERAL MEETINGS. No less than five (5) GENERAL MEETINGS of the membership shall be held regularly during both Spring and Fall football seasons in Albuquerque, New Mexico. Notification of the GENERAL MEETINGS will be posted on the Aribiter Sports board & the NMYAFL Officials Calendar no later than ten (10) days prior to each GENERAL MEETING.

Section 2. ANNUAL BUSINESS MEETING. The annual business meeting of the membership shall be held each year in Albuquerque, New Mexico, during the month of November, at 7:00 pm at a place to be designated by the president of the corporation. Notification of the ANNUAL BUSINESS MEETING will be posted on the Aribiter Sports board & the NMYAFL Officials Calendar no later than ten (10) days prior to the ANNUAL BUSINESS MEETING. Voting will be open to General Members in Good Standing.

Section 3. SPECIAL MEETINGS. A special meeting of the special members may be called at any time by the President or by a majority of the Board of Directors. The method by which such meeting may be called is as follows: on receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President or by a majority of the Board of Directors, the Secretary or an assistant secretary shall prepare, sign and mail notices requisite to such meeting. Such notice may be signed by the Secretary or assistant secretary. At least ten (10) days prior to the date fixed for the holding of any special meeting of members, notice of the time, place and purposes of such meeting shall be posted on the Aribiter Sports board & the NMYAFL Officials Calendar and mailed to their last known electronic mail address, as herein after provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 3.1 OFFICIALS SUMMIT. At least one (1) OFFICIALS SUMMIT will be held prior to the beginning of the season to communicate news, updates, rules knowledge and conduct training sessions. Attendance at one (1) summit per year will be mandatory for Members in good standing. The summit will be posted on the Aribiter Sports board & the NMYAFL Officials Calendar and mailed to the last known electronic mail address, as herein after provided, to each member no later than two (2) weeks prior to the summit(s).

Section 4. QUORUM. A quorum for any meeting, annual or special, shall be a simple majority of the members present at the meeting.

ARTICLE V

Board of Directors

Section I. DUTIES. The Board of Directors of the New Mexico Young America Football League Officials Association shall set the policy and guidelines for the overall operation of this corporation. It shall receive the reports prior to implementation of the findings. The Board may refer items back to committee for further study or they may debate and set policy without referral. At the Board's discretion it shall be the prerogative and duty for the Board to consider all items of disciplinary action taken by those in whom the Board has vested specific authority and in all other matters as set forth in these By-Laws. The Board of Directors is the highest and final authority in all matters pertaining to this corporation.

Section 1.1. RESPONSIBILITIES. The Board of Directors may also be known as CREW CHIEFS. CREW CHIEFS will also preside over management of officials at their assigned site, Communicate all site issues and events to the board of crew chiefs, Coordinate Site staffing and assignment issues for their assigned site, Schedule officials for games, Train officials, Conduct evaluations.

Section 1.2. QUALIFICATIONS. Due to the experience required, only General Members who have completed at least one full year serving as White Cap Referee duties will be eligible to run and be elected to the Board of Directors/Crew Chiefs.

Section 2. NUMBER AND TERM OF DIRECTORS The Board shall have nine (9) members to include three (3) elected members: the President, President Elect, & Secretary/Treasurer The outgoing President and Secretary/Treasurer will preside at the November Board Meeting until the New Board elects a President, President-Elect, Secretary / Treasurer for the New Year. Should a vacancy occur on the Board, the Board of Directors shall elect a new Director to fill the vacancy until the annual meeting of the corporation at which time an election will be held to fill the unexpired term or if the term has then expired, to complete the membership for the Board. The newly elected Board members, together with holdover members, will commence the new corporation year as the "new Board of Directors/Crew Chiefs" at the regularly scheduled monthly meeting in November of each year.

Section 2.1 TERM OF OFFICE. The nine (9) elected members shall serve for staggered terms of three (3) years each. Members may be nominated and be re-elected in accordance with criteria for Board of Director elections.

Section 2.2 MANDATORY EX-OFFICIO EXECUTIVE BOARD MEMBER

If the immediate past President does not have any time left on said term, that person becomes an ex-officio executive board member for one year immediately said term. If there no time remaining on the president elect said term, they will qualify to ascend for the presidency. If this occurs, the BOD will not have the ability to replace the necessary three outgoing board members, they can only replace two.

Section 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held on a regular day and time as determined by the Board of Directors. Notice of this regular meeting of the Board shall be communicated within the Board of Directors within seven (7) days in advance of each meeting.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President at any time by any means of written notice by mail, electronic mail, or by phone call, of the time, place and purpose thereof to each Director as the President at his discretion shall deem sufficient.

Section 5. QUORUM. A simple majority of the Directors shall constitute a quorum.

ARTICLE VI

Officers

Section 1. OFFICERS. The Executive Officers of the corporation shall consist of the President, President Elect, and Secretary/Treasurer.

The officers shall be elected by and from the Board of Directors (Crew Chiefs) at the Annual Business Meeting of the Corporation. Other officers, assistant officers, and agents appointed by the Board of Directors be appointed in a manner prescribed by the Board. Officers shall hold office until their successors are chosen, or unless they are sooner removed from office as provided by these By-Laws.

Section 2. PRESIDENT. The President shall be the chief executive office of the corporation. The President shall preside over all meetings of the Board and of the members, shall be ex officio, a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. The President shall promulgate Policy and foster long term planning objectives. The President shall also serve as Chairman for the Board.

Section 3. PRESIDENT ELECT. The President Elect shall administer and oversee the day to day general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect, perform the duties and exercise the powers of the President during the absence or disability for the President; and shall perform whatever other duties as from time to time the Board of Directors may direct.

Section 4. SECRETARY/TREASURER. The Secretary/Treasurer shall attend all meetings of the members of the Board of Directors, and will keep minutes of all meetings of Members and of the Board of Directors, by the custodian of the corporate records, give all notices as are required by law or by these Bylaws. The Secretary shall perform such other duties as may be delegated by the Board of Directors. In the event of funds becoming available to the Officials Association, the

Section 5. Secretary/Treasurer shall have custody of all corporation funds and securities and shall keep in books belonging to the corporation full and accurate accounts the Secretary/Treasurer shall deposit of all receipts and disbursements; all monies, securities and other valuable effects in the name of the corporation in such depositories as may be designed forth at purpose by the Board of Directors. All money received into the hands of the Secretary/Treasurer shall be deposited in the corporation's bank account within seventy-two (72) hours after the same has been received. The Secretary/Treasurer shall deposit

and/or disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meetings for the Board, and whenever requested by them, an account of all transactions as Secretary/Treasurer and of the financial condition of the corporation. The Secretary/Treasurer shall deliver to the President of the corporation and shall keep in force a bond in form, amount and with a surety of sureties satisfactory to the Board and paid for by the corporation, conditioned for faithful performance of the duties of his office and for restoration to the corporation in case of the Secretary/Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and property of whatever kind in the Secretary/Treasurer's possession or under the Secretary/Treasurer's control belonging to the corporation.

Section 6. VACANCIES. In the event that a vacancy occurs in any of the offices of the corporation for any reason, the Secretary, unless this is the office vacant, and then the President, may issue notice for a special meeting of the Board of Directors and the unexpired term may be filled by a simple majority vote of the Board of Directors at this special meeting or at a regular meeting.

EXCEPTION: In the event that a vacancy occurs in the office of President, the President Elect will assume the office of President for the remainder of the year. The Board of Directors shall elect a new President Elect at its first regular meeting after the succession.

Section 7. HOLDING MORE THAN ONE OFFICE. Members of this corporation shall not be eligible to hold more than one (1) elective office except as specified in these By-Laws.

Section 8. COMMITTEES AND CHAIRMAN. The President of the corporation shall have authority to appoint committees and chairmen who serve at the will of the President, for whatever purpose he may deem necessary.

Section 9. REMOVAL FROM OFFICE. Any Board Member who misses more than two (2) consecutive regularly scheduled meetings without excuse to the Executive Officers and acceptable to the Board will be automatically dropped from the Board and will be notified of this action in writing by the President. The Board of Directors by a two thirds (2/3) majority vote of its members may remove an officer or Board of Director of the corporation with or without cause.

ARTICLE VII

Miscellaneous Regulations.

Section 1. EXECUTION OF INSTRUMENTS. All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be counter signed by any two members of the executive committee.

Section 2. SPECIFIC EXECUTTING OFFICER. The president and the Secretary/Treasurer together will execute contracts, conveyance or other instruments that have been approved by the Board of Directors.

Section 3. FEES. The Board of Directors shall establish fees for participation in League Activities and the same shall be considered a qualification for current valid membership in the corporation. The amount,

time for payment and particulars pertaining to such fees shall be determined by the Board of Directors by resolution.

Section 4. SUPPLEMENTAL POLICIES, PROCEDURES, AND CODES. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of New Mexico, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate, to include creation of supplemental policies, procedures, and codes.

ARTICLE VIII

Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

ARTICLE IX

Amendment of Articles or By-Laws

Section 1. AUTHORITY TO AMEND. The Board of Directors of this corporation has the authority by resolution to recommend changes to either the Articles or By-Laws of this corporation, or by presentation to the Board of Directors of a written petition signed by five percent of the General Membership, calling for a vote to amend the Articles of Incorporation or corporate By-Laws, the Board of Directors must schedule during the Annual Business Meeting or call for a Special Meeting for the General Members to vote for an amendment within thirty (30) days of presentation for the Petition to the Board.

Section 2. PROCEDURE FOR AMENDING. The President shall direct that all Special Members be notified in writing of the time and place for a meeting of the special Members and to further inform in such notice as to the nature of the proposed amendment and further that a vote will be had as to whether or not to adopt or reject the proposed amendment. A two-thirds (2/3) vote of the General Members present either at the Special Meeting or an Annual Business Meeting shall be necessary to accept or reject the Articles of or By-Laws of the corporation.

ADOPTED THIS DATE,

NOVEMBER, _____

PRESIDENT: _____

PRESIDENT ELECT: _____

SECRETARY/TREASURER: _____

