

NWGFOA, INC.

BYLAWS

Article 1 - Name

This organization (the "corporation") shall be known as: NWGFOA, INC.

Article 2 - Purpose

The purpose of this organization is to Officiate Varsity and Sub- Varsity Football games that are sanctioned by and under the jurisdiction of the Georgia High School Association ("GHSA") and any Middle School or Community Association using the following guidelines:

1. Develop and maintain a diverse membership consisting of capable football officials whose integrity is above reproach.
2. Foster a high standard of ethics and encourage fair play from:
 - a. Member officials (Active and Associate)
 - b. "New" Member officials
3. Encourage cooperation and a better understanding of officials from:
 - a. Football Coaches
 - b. Athletic Directors
 - c. Players
 - d. Media (where appropriate)

Article 3 - General

These By-Laws shall provide the following information and procedures:

- | | |
|----------------------|------------------------------------------------------------------------|
| • Board of Directors | • Meetings |
| • Members | • Conduct/Code of Ethics
Uniform |
| • Officers | • Payments of Officials |
| • Duties of Officers | • Parliamentary Authority,
Voting Quorums &
Amendments to Bylaws |

Article 4 - Board of Directors

The Board of Directors shall be the governing body of NWGFOA. It shall have the power to adopt rules and regulations to govern the actions of:

1. The Board of Directors
2. Active Members
3. Associate Members
4. Prospective Members

The Board of Directors shall consist of seven (7) individual members, who shall each serve a term of three (3) individual years. Eligibility for Board membership is as follows:

- a) Be an active dues paying Member of NWGFOA for five (5) consecutive years.
- b) Meet the requirements of an "Active" Member of NWGFOA.
- c) Attend a GHSA mechanics camp every year while serving as a member of the Board.
- d) Submit all GHSA certification requirements every year.

The Board of Directors shall have general supervision of the affairs of the corporation. It shall set the hour and place of meetings, and perform such duties as are specified in these By-Laws and by the Georgia Non-profit Corporation Code.

If a Board Member resigns or there is a vacancy on the board before his/her term is completed, that position shall be filled by the next member in line from the prior year's election. If next official in line declines then the Board goes to the next in line. In the event of a tie, the board will select the member to be added to the Board. If no other members are in line, the Board shall appoint an eligible Member of NWGFOA to complete the remainder of the retiring Board members term.

Elections for all expiring Board seats shall be held either online or at the last "Called" membership meeting of the year, before the expiring Director's three (3) year term ends.

- a. No Board member shall serve more than four (4) consecutive years by election, appointment or any combination of the two. A Board member must sit out one year before being allowed to be placed back on the ballot for re-election or appointment.
- b. All eligible, voting Members will elect the Board of Directors on the following schedule: 3-2-2.

- c. Fall of 2017 (3 elected), Fall of 2018 (2 elected), Fall of 2019 (2 elected); then 3-2-2 as to each succeeding three (3) year period.
 - d. If there are fewer candidates than available Board positions, the eligible voting Members of the corporation will vote "Yes/No" on said candidate(s). The Board of Directors will then appoint an eligible Member of NWGFOA to complete the slate of Directors for the remaining open Board position(s).
- 5. The Board of Directors shall vote on and elect annually, by majority vote, at the first "Called" Board meeting of the year, the following officers.
 - a. Chairman
 - b. Vice-chairman
- 6. The positions of Secretary, Treasurer, Webmaster, Training Director or any paid position shall be voted on and elected by the General Membership, as presented by the Nominating Committee (NC), at the last called meeting of the calendar year. The Secretary, Webmaster and Treasurer position shall be a term of three years. The Training Director will be a term of one year. The NC shall be comprised of three Board members and three at large members. The NC shall be organized and set until elections are held.
 - * See amendment in Article 15- Adopted Amendments related to the Treasurer's term.
- 7. The Board of Directors shall form and appoint active Board members to committees as deemed necessary under the guideline of these By-Laws.
- 8. The Board of Directors shall establish the fee structure for services provided by the corporation.

Article 5 - Members

Section 1 - Membership in this corporation shall be divided as follows:

- 1. Active Members:
 - a. Registered Officials - Those officials in their first or second year and/or those officials who have not met the criteria set out by the GHSA to be an Approved official.
 - b. Approved Officials – Those officials who have served at least two (2) years at the registered level and have met the criteria set out by GHSA to be an Approved official.
 - c. Certified Officials - Those officials who have served at least two (2) years at the Registered level, and who have served at least two (2) years at the Approved level and have met the other criteria as set forth by GHSA.

2. Associate Members:

- a. Members that work only as Electric clock operators (ECO)
- b. Retired officials as defined by GHSA.

Section 2 - Anyone may apply for membership as a new official in NWGFOA by submitting a written application through the Secretary. The application shall be in the form prescribed by the Board of Directors. A new applicant must pay their dues in full to become an active Member in good standing and may be subject to an interview with the Board of Directors prior to being accepted for Membership.

Section 3 - A returning active member must submit a written application through the Secretary. The application shall be in the form prescribed by Board of Directors. A returning active Member needs only be approved by the Board of Directors and pay the required Membership dues in full to become an active Member.

Section 4 - The annual dues for new and/or returning members shall be set by the Board of Directors annually. Dues are payable in advance of each season, and no Member will be considered active until their dues are paid in full. All dues are non-refundable, (dues that are deducted from the previous season's check are non-refundable as of June 1st of following year) except by Board of Directors action. This includes the possibility of a Member being suspended or expelled.

Section 5 - The Board of Directors, by a majority vote, may put any member on probation or suspension for any period of time when in the best interest of NWGFOA.

Section 6 - The Board of Directors, by majority vote, may expel any member when in the best interest of NWGFOA.

Section 7 - The Board of Directors, by majority vote, may reject a new and/or returning Member application for active Membership, when in the best interest of NWGFOA.

Section 8 - To be eligible to vote on matters pertaining to the corporation, a Member must meet the following requirements:

1. Be an active Member for two (2) consecutive seasons.
2. Dues must be paid in full.

Section 9 - All members of NWGFOA must consent and be able to pass a background check, per GHSA rules, to be an active or associate Member of NWGFOA.

Section 10 - By becoming an NWGFOA Member, all parties agree to hold harmless the NWGFOA and its individual members, current or former, from liability for any negligence that may be related in any way to the performance, organization, or handling of GHSA required background checks detailed in Section 9 above.

Article 6 - Officers

Section 1 - The officers of the corporation shall be as follows:

- a. Chairman
- b. Vice-Chairman
- c. Secretary
- d. Training Director
- e. Treasurer
- f. Webmaster

Section 2 - The Chairman and Vice Chairman shall be elected by a majority vote of the Board of Directors at the first "Called" Board meeting of each year of NWGFOA. The Chairman and Vice Chairman shall remain in office for a period of one (1) year (January 1 - December 31), or until their successor is voted on by the board.

Section 3 - The Chairman and Vice-Chairman of the corporation must be members of the Board of Directors.

Section 4 - The Secretary and Treasurer can't simultaneously serve in their position and the Board of Directors, nor can one member serve as the Secretary and Treasurer simultaneously. The Secretary and Treasurer shall be able to hold more than one (1) paid position per calendar year but shall fall under the same operating guidelines as the Board of Directors in all matters.

Section 5 - The Training Director, Webmaster, and Assistant Secretary shall be eligible to serve in their position and the Board of Directors. The Training Director, Webmaster, and Assistant Secretary shall be able to hold more than one (1) paid position per calendar year and shall fall under the same operating guidelines as the Board of Directors.

Article 7 - Duties of Officers

Section 1 - Chairman

1. The Chairman shall be the equivalent of the president of a corporation and preside at all meetings of the corporation, and shall carry out all duties normally reserved for the Chairman of the Board as outlined in "Roberts Rules of Order".
2. He shall not vote on Board of Director matters except to break a tie, but otherwise shall have Membership voting privileges the same as any other Member.
3. Each year, the Chairman shall appoint a nominating committee for potential Board of Directors candidates and paid positions nominees if they fall in the same election cycle. This committee shall consist of three (3) active Members; this committee shall nominate candidates for all the expiring Board seats at the election meeting. Nominations from the floor shall also be taken at the election meeting.

Section 2 - Vice-Chairman

1. The Vice-Chairman shall be the equivalent of a vice president of a corporation and shall be in charge of recruiting.
2. The Vice-Chairman shall perform all duties of the Chairman in his absence.
3. The Vice-Chairman shall set up a recruiting committee and a system for recruiting new officials into NWGFOA. The Vice-Chairman be responsible for keeping all records of this committee and reporting its actions back to the Board of Directors.
4. The Vice-Chairman acts as recording Secretary for all Board of Directors and Membership meetings and shall make the meeting minutes available for retention on the NWGFOA website.
5. The Vice-Chairman shall keep record of attendance for all Board of Directors meetings.
6. The Vice-Chairman shall be responsible for maintaining the By-Laws and for making sure that they are up-to-date and followed for all Board of Directors and Membership decisions and procedures.
7. The Vice Chairman will furnish the minutes of any Board of Directors meetings to the general membership each month.

Section 3 - Secretary

1. The Secretary shall send all notices to the Membership and coaches, preserve all records, and have charge of all printing and publications.
2. The Secretary shall be responsible for scheduling active members to all games that require NWGFOA officials. The Secretary shall share the assignments with the Board as soon as available. The assignment of games is the total responsibility of the Secretary without interference or pressure from the members or the Board of Directors.
3. The Secretary shall schedule all playoff (regional, state & all-star) games. All playoff rankings of officials and playoff crews shall be approved by the Board of Directors. The assignments of playoff games is the total responsibility of the Secretary without interference or pressure from the general membership or the Board of Directors.
4. The Secretary shall send in writing to GHSA a post-season list of officials, ranked and approved by the Board of Directors.
5. The Secretary shall be the primary contact/liaison for NWGFOA with administrators, principals, coaches, recreation leagues and GHSA representatives at all levels of competition serviced by NWGFOA.
6. The Secretary shall be paid a fee as set by the Board of Directors.
7. The Secretary shall maintain a record of the status of all officials.

8. The Secretary shall keep a record of attendance for all Membership meetings.
9. The Secretary shall organize, as needed, a rules review process, made up of members he may deem as necessary to participate in any review of plays. The Secretary shall organize meetings/conference calls to review plays and/or situations under review.
10. The Secretary will appoint the Assistant Secretary.

Section 4 – Assistant Secretary

1. The Assistant Secretary shall be paid a one-time training stipend of \$250.00.
2. The Assistant Secretary will assume Secretary's duties if the Secretary is unable to fulfill his duties as defined in Section 3 – Secretary. At this point, the Assistant Secretary will be paid the prorated fees of the remaining term of the current season.

Section 5 - Training Director

1. The Training Director shall be in charge of the Training Committee. The Training Director shall choose the number Training Committee members as well as who shall be on the Training Committee from among the active Members of NWGFOA.
2. The Training Director shall be in charge of all training activities, including rules sessions and mechanics clinics.
3. The Training Director shall be responsible for communicating to the Membership any change in mechanics or rule interpretations as needed.
4. The Training Director shall submit a training schedule, outline of activities and costs of activities or materials (if any) to the Board of Directors for approval by the month of April board meeting.

Section 6 - Treasurer

1. The Treasurer shall have charge of all monies paid to NWGFOA.
2. All monies shall be maintained in a bank account approved by the Board of Directors.
3. The Treasurer shall verify that all Members are in good standing.
4. All disbursements shall be made by the Treasurer; the Treasurer, Secretary & Chairman are the only officers who may sign checks.
5. The Treasurer shall record and track all disbursements and expenses of NWGFOA.
6. The Treasurer shall work with the Secretary to bill and collect all monies from the participating schools, as per agreement or assignment.

7. The Treasurer shall have an outside party (Board approved) perform a review of the financial records every other year. The results shall be presented to the Board of Directors by August 1st for approval, with copies provided to the Membership at the last "Called" meeting of the season the audit is performed.
8. The Treasurer shall disburse to the paid officers of NWGFOA from monies collected for services rendered to schools, leagues and other entities. The payment schedule/fees will be set by the Board prior to the start of the upcoming season.

Section 7 – Webmaster

1. The Webmaster shall be responsible for all content on the NWGFOA web site.
2. The Webmaster shall have a strong understanding of the tools used to maintain the website.
3. The Webmaster shall maintain the website with up to date information.
4. The Webmaster shall maintain Association surveys as requested by the Board.
5. The Webmaster shall process all online applications.
6. The Webmaster shall have a working knowledge of Wordpress.

Section 8 – Nominating Committee (NC)

1. The NC members shall be appointed by the NWGFOA Board of Directors. One of these three nominated Directors will chair the NC.
2. The Board of Directors sitting on the NC shall appoint three at large members from the general membership.
3. NC members are not eligible for any of the paid positions within the Association.
4. The NC shall have full authority to vet candidates for open positions, based on candidates' qualifications for said position.
5. The NC is responsible for providing candidates to the Board of Directors, prior to submission to the general membership for voting.

Article 8 - Meetings

Section 1 - Board Meetings

1. The Board of Directors shall meet on the first Monday of each month, unless cancelled or rescheduled by agreement of the Chairman and Secretary. Each such meeting shall be deemed to be a "Called" meeting of the Board of Directors.

Section 2 - Membership Meetings

1. The Board of Directors shall set all Membership meetings. Membership meetings shall take place every Monday night from July-September, unless cancelled or

rescheduled by agreement of the Chairman and Secretary. Each such meeting shall be deemed to be a "Called" Membership meeting.

Article 9 - Conduct/Code of Ethics

Section 1 - The conduct of NWGFOA official while in uniform shall be above reproach. He/she shall refrain from any action, which would discredit or is not in the best interest of the corporation. Such actions include, but are not limited to the following:

1. No Member shall use abusive language and/or gesture with a coach, player, administrator, fan or official.
2. No Member shall use alcohol or any illegal or mind-altering drug on the day of an assignment, prior to the assignment.
3. No Member shall use tobacco of any type in sight of any coaches, players, administrator or fan: or on any campus where tobacco is prohibited.
4. No Member shall stop for alcoholic beverages (beer, etc.) before or after a game in their "game" uniform or NWGFOA apparel.

Section 2 - No active Member shall solicit games (high school or otherwise) as an individual, if NWGFOA or any individual NWGFOA Member is already scheduling those games.

Section 3 - No Member shall seek to influence a coach or administrator for the purpose of promoting himself/herself for personal gain or profit (playoffs, etc...).

Section 4 - Active Members of NWGFOA must put accepted NWGFOA assignments ahead of any and all outside games assignments (football or other sports) during the football season.

Section 5 - Any Member found by the Board of Directors to be in violation of any activity or action prohibited in Sections 1, 2, 3, or 4 of this Article or of any conduct which would bring discredit to or is not in the best interest of the corporation shall be subject to a fine or suspension, or both. If the offense is deemed serious enough, the Member could face expulsion from the Membership of the corporation.

Article 10 - Uniform

Section 1 - Game Uniforms shall be set forth by the GHSA for football officials and shall be neat and clean.

Section 2 - The uniform can only be altered by a majority vote of the Board of Directors.

Section 3 - Members shall wear the shirt, hat or jacket of the organization ONLY when representing NWGFOA, INC.

Section 4 - The Board of Directors shall set forth the apparel to be worn to varsity game sites.

Article 11 - Payment of Officials

Section 1 - NWGFOA Officials are not paid employees of the corporation, but are contract workers.

Section 2 - The Treasurer shall distribute paychecks at the year-end "Annual" meeting, no later than the week following the state finals.

Article 12 - Parliamentary Authority, Voting Quorums & Amendments

Section 1 - The rules contained in the current edition of "Robert's Rules of Order" shall govern the corporation in all cases to which they are applicable.

Section 2 - The Board of Directors shall have a voting quorum when five (5) of the seven (7) Board members are present (In Person).

Section 3 - For a voting quorum of the General Membership or changes and/or additions to the By Laws there must be fifty percent (50%) of the eligible voting Membership on roster for the current year present (In Person).

Article 13 - Georgia High School Association

In the event these By-Laws conflict with the rules and regulations of the GHSA, the latter shall prevail except to the extent so doing would be in violation of the corporation's exempt purpose, in which case such By-Laws shall be interpreted as nearly as possible to conform to the rules and regulations of the GHSA without violating the corporation's exempt purpose.

Article 14 - Amendments

These Bylaws may be amended by majority vote of the eligible general membership at:

1. At the last scheduled membership meeting at the end of the calendar year
2. Provided that a written or web-based copy of the proposed changes is distributed at least fifteen (15) days prior to said meeting.

Article 15- Adopted Amendments

BE IT RESOLVED that NWGFOA, INC Bylaws Article 4 Section 6 shall be amended for the following purpose: When the current three (3) year term of the Treasurer, Jan 1, 2022-Dec 31, 2024 expires, the position of Treasurer shall be elected for one (1) calendar year, Jan 1, 2025-Dec 31, 2025. When the one (1) calendar year term expires, the term of the Treasurer position will revert and be elected on a three (3) year calendar term (beginning Jan 1, 2026) as currently stated in NWGFOA, INC bylaws.