Amended Constitution and Bylaws of Greater Tulsa Officials Association
Amended July 19, 2007

Article I Name

Section 1. Name. The name of this Association shall be "Greater Tulsa Officials Association", hereinafter referred to as "GTOA" or the corporation.

Section 2. **O**ffice. The corporation may have offices at such places as the Executive Committee may from time to time determine.

Section 3. **N**on-Incorporated Body. References to "corporation" shall mean the unincorporated association of GTOA.

Article II Purpose

Section 1. Purposes. The purposes for which this corporation is organized include, but are not limited to, the following:

A. Further the interests of amateur sports officials;

B. Maintain the highest standard of sports officiating;

C. Promote the welfare of amateur sports, its players, administrators, fans, the press and amateur sports officials;

D. Encourage the spirit of fair play and sportsmanship;

E. Work with organizations and associations connected with sports to further amateur sports and all persons involved with amateur sports;

F. Provide educational programs to advance the skills of amateur sports officials;

G. Work with sports administrators to provide qualified sports officials to officiate amateur sports;

H. Conduct programs to encourage public appreciation for the skill and professional competence of amateur sports officials;

I. Promote and enforce the highest principles of honesty, sportsmanship, and fair play in sports that the corporation shall involve itself;

J. Cooperate with the Oklahoma Secondary Schools Activities Association (OSSAA);

K Cooperate with other organizations and/or persons for the purposes of the foregoing.

Section 2. Sports. The sports for which the GTOA shall involve itself are:

A. Basketball;

B. Football;

C. Temporarily in other sport(s) as the Executive Committee may from time to time determine.

Article III Membership

Section 1. **M**embership. This corporation shall be comprised of the following persons within the following classes of membership:

A. Active. Comprised of individuals who are duly qualified sports officials, and have complied with all the membership requirements of this corporation. The membership year shall be begin on June 1 and shall end May 31. Membership may be renewed from year to year in a manner prescribed by policy.

1. Active Member in Good Standing. A member shall be considered to be an Active Member in Good Standing if the member has no unpaid dues or fines, has properly enrolled with the (OSSAA) and upon receipt of card with number said card is shown to Secretary for recording, and has completed all paperwork required by policy and procedure, and is not under suspension or expulsion. The Assignment Committee(s) shall schedule only Active Members in Good Standing. Active Members in Good Standing shall have full voting rights and privileges during meetings of the membership.

2. Active Member Not in Good Standing. Comprised of members who do not meet the requirements of any other class of membership. Active Members Not in Good Standing shall have no voting rights or privileges during meetings of the membership.

B. Inactive. Comprised of individuals who were formerly duly qualified sports officials who were Active Members in Good Standing when they ceased to be Active members and who were granted a Leave of Absence by the Executive Committee. Inactive members shall have no voting rights or privileges during meetings of the membership.

C. Affiliate. Comprised of individuals or businesses entities who are not Active or Inactive members, but who have a special interest in the purposes of this corporation. Affiliate members shall have no voting rights or privileges during meetings of the membership.

D. Honorary. Comprised of individuals upon whom this corporation desires to confer such status according to polices and procedures established by the corporation. Honorary members shall have no voting rights or privileges during meetings of the membership.

Section 2. **D**ivisions of Membership. All Active Members shall belong to one or more of the following sub-classes of membership:

A. Basketball Division. This division shall consist of members who desire to officiate basketball athletic contest. Officials shall be registered with the OSSAA for the sport they desire to work.

B. Football Division. This division shall consist of members who desire to officiate football athletic contests. Officials shall be registered with the OSSAA for the sport they desire to work.

Section 3. **Se**lection of Division(s) by Membership. At the beginning of each membership year or immediately upon joining as a new member or immediately upon rejoining from inactive membership, each member shall select his membership in one or more divisions of membership. This choice will be maintained until the end of the membership year. Additionally, the member shall verify and maintain complete and accurate personal information (e.g., phone numbers, address, e-mail, etc.) for the membership roles—including prompt notification to the Secretary of change(s) in personal information.

Section 4. Qualified Membership. This corporation may accept individuals for membership pursuant to criteria to be established by this corporation and such application for membership shall be accepted or rejected by a majority vote of the Executive Committee. Transfers from other officials associations will need to meet the membership requirements of the GTOA.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, which resignation shall be presented to the Executive Committee by the Secretary at the first meeting after its receipt, but 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 6. Reinstatements. Upon written request signed by a former member and filled with the Secretary, the Executive Committee may, by the affirmative vote of a majority of the Committee members, reinstate such former member to membership upon such terms as the Executive Committee may deem appropriate.

Section 7. Liability Insurance. The GTOA does not provide members liability insurance. It is the choice of each member whether to obtain liability insurance covering the member for actions or omissions arising out of officiating. During the 2004-2005 year, such coverage is included in enrollment in the OSSAA; however, this coverage may not be available in future years enrollment.

Section 8. Standard of Conduct by Membership. Every member of the corporation is expected at all times to adhere to the cardinal principles of officiating as stated in the Officials Code of Ethics, maintain a professional demeanor, and act in the best interests of the corporation. Additionally:

A. Notice of Changes. Each member is deemed to have been served notice of changes in or additions to the bylaws, guidelines, regulations, policies and/or procedures of the corporation by announcement thereof at any regular or special meeting of the membership (whether or not he is present) or by notification thereof by mail to his address contained in the membership records.

B. Member Assignments. Each member may accept game assignments from the Assignment Committee of each membership division(s) in which he is a member, or from Independent Sources (coaches, schools, commissioners, etc). A member shall provide open dates that they are available to be assigned by GTOA and show non-available on dates they desire not to work or have accepted game assignments from Independent Sources. Any change in availability shall be reported to the Chairman of the Assignment Committee of the appropriate membership division. Acceptance of game assignments and then not honoring that contract, may subject a member to disciplinary action. Membership in the GTOA does not guarantee game assignments or school classification levels that a member may be assigned.

Section 9. Equal Opportunity. Membership in this corporation shall be based on qualifications previously stated herein and in no way shall factors of race, creed, color, national origin, or sex be considered in such qualifications. All references of “he”, “him”, “his”, and “man” in these Bylaws shall refer to both genders equally and does not imply a requirement of gender.

Section 10. Employment Status of Members. As a general rule, members of the corporation are independent contractors in their officiating capacities and not employees of the GTOA, or of any officer(s) or assignor(s) of games of the corporation, or of any other person or entity for whom the members work as officials and as such no deduction of any taxes will be taken out of any payment to them. All members of the corporation recognize this status and understand that the corporation, nor its officer(s) or assignor(s) of games, are employers, and therefore, the members will 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, assigning or officiating-related or assigning-related work. The GTOA is not responsible for members’ injuries or disabilities arising out of the members’ work.

Article IV Membership Meetings

Section 1. Meetings of Members and Notice. Meetings of the membership of the GTOA shall be held during July through November. The President shall set the dates, hours, and sites for these meetings. Written notice of the first meeting in each division shall be given to the membership at least seven (7) days prior to the first divisional meeting.

Section 2. Special Meetings of Members and Notice. The President (solely or at the request in writing of a majority of the Executive Committee) is authorized to call such special meetings of the GTOA as he shall determine in his discretion to be advisable. The President shall set the dates, hours, and sites for special meetings, and the Secretary shall give notice to the membership at least seven (7) days prior to the meeting.

Section 3. Annual Meetings of Members. The annual organizational meeting of this corporation shall be held on the ~~fourth~~ first Monday of August at a time and place set by the President.

Section 4. **Q**uorum to Conduct Business. The presence of fifty (50) Active Members in Good Standing at any regularly scheduled or specially called meeting constitutes a quorum for a meeting of the membership of the corporation.

Section 5. **V**oting. A majority vote of such Active Members in Good Standing present where a quorum is present is necessary to make a decision, except where some other number is required by law or by these Bylaws. Proxy voting shall not be permitted.

Section 6. Meeting Requirements. Each member shall be required to attend meetings and clinics based upon member division. Each member may request to be excused from a required meeting, clinic, and/or scrimmage by notifying the Executive Committee in writing and citing the reason they need to be excused. The Executive Committee shall approve or deny said request for an approved absence.

A. Basketball Division. Members in the Basketball division shall attend:

1. Fifty (50) percent of all regular membership meetings held from October 1st through November 30th of the membership year and;

2. At least the minimum number of training clinics and/or scrimmages requested by the Assignment Committee and approved by the Vice-President Basketball. The Vice-President Basketball shall set the dates, times, and sites for these clinics and/or scrimmages. They shall focus on application of the rules to specific situations and mechanics.

B. Football Division. Members in the Football division shall attend:

1. Fifty (50) percent of all regular membership meetings held from July 1st through September 30th, of the membership year and;

2. At least the minimum number of training clinics and/or scrimmages requested by the Assignment Committee and approved by the Vice-President Football. The Vice-President Football shall set the dates, times, and sites for these clinics and/or scrimmages. They shall focus on application of the rules to specific situations and mechanics.

Article V Meetings, Generally

Section 1. Parliamentary Procedure. All meetings of the membership, meetings of the Executive Committee, and committee meetings of the corporation shall be conducted in accordance with the rules contained in Robert's Rules of Order (newly revised), except when such rules conflict with specific provisions of these Bylaws.

Section 2. Chairman and Acting Chairman.

A. The President shall preside as Chairman at all meetings of the membership and the Executive Committee. In the absence of the President, the first listed officer present of the following shall preside as Acting Chairman: Vice-President of division conducting meetings, Secretary, Treasurer.

B. Each committee's Chairman or Acting Chairman shall preside at meetings of the committee.

Article VI Executive Committee

Section 1. General Powers and Duties. The property, business and affairs of the corporation shall be managed by its Executive Committee, and the Executive Committee may exercise all such powers of the corporation as are not required—by law or these Bylaws—to be exercised by the members, to specifically include (but not limited to):

A. To enforce all provisions of the Oklahoma Officials Association and all other requirements as set forth by the OSSAA;

B. To approve or disapprove any proposed expenditure of funds of the corporation. Such authority may be general or confined to specific instances.

C. To be the initial interpreter of the corporation's Bylaws. Between meetings, the President may assume this role on behalf of the Executive Committee subject to review by the Executive Committee at its next meeting. Such interpretations may be overturned by a two-thirds (2/3) vote of the membership.

D. To establish such guidelines, regulations, policies and procedures as the Executive Committee deem necessary to effectuate these bylaws and to effectuate the orderly operation of the corporation. Such guidelines, regulations, policies and procedures or portions thereof may be invalidated by a two-thirds (2/3) vote of the membership.

Section 2. Composition. The Executive Committee shall consist of the officers listed in Article VII, Section 1, plus seven (7) members appointed by the President.

Section 3. Quorum to Conduct Business. The presence of a majority of the Executive Committee members shall constitute a quorum for a meeting of the Executive Committee of the corporation.

Section 4. Voting. A majority vote of such committee members present where a quorum is present is necessary to make a decision, except where some other number is required by law or by these Bylaws. Proxy and Absentee voting shall not be permitted.

Section 5. Consent Resolutions. Any action required at a meeting of the Executive Committee may be taken without a meeting if consented to in writing (setting forth the action so taken) and signed by all of the Executive Committee members.

Article VII Officers and Committee Members

Section 1. Elected Officers. The elected officers of this corporation shall be a President; two Vice-Presidents (one for each division); Secretary; Treasurer, Immediate Past President. Each elected officer shall hold office until his successor shall have been elected and qualified or until his death, resignation or removal.

A. President. The President shall be the Chief Executive Officer of the corporation and shall be responsible for all management functions. He shall have executive authority to see that all orders and resolutions of the Executive Committee are carried into effect, and, subject to the control vested in the Executive Committee by statute or these Bylaws, shall administer and be responsible for the overall management of the business affairs of the corporation. The President will appoint seven members as representatives to the Executive Committee. He will appoint all members to the standing and special committees not otherwise specified.

B. Vice-Presidents. The Vice-President for each division shall be responsible for the training of members and for all management functions assigned by the President. In the absence of the President or a vacancy in the office of President, he shall be the Acting President, with the full authority of President until such time as the absence or vacancy no longer exists. . The Vice-President shall perform such other duties as are provided by these Bylaws and as from time to time are assigned by the Executive Committee or by the President.

C. Secretary. The Secretary shall be the Chief Information Officer of the corporation and shall:

1. Keep the minutes of the meetings of the membership and the Executive Committee;

2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

3. Be custodian of the membership records and maintain a roster of qualified members of the GTOA and will mail this roster to such coaches, school officials, or other persons as directed by the Executive Committee;

4. In general, perform all duties incident to the office of Secretary, and such other duties as are provided by these Bylaws and as from time to time are assigned by the Executive Committee or by the President.

D. Treasurer. The Treasurer shall be the Chief Financial Officer of the corporation and shall:

1. Receive and be responsible for all funds of and securities owned or held by the corporation and, in connection therewith, among other things, keep or cause to be kept full and accurate records and accounts for the corporation; deposit or cause to be deposited to the credit of the corporation all money, funds and securities so received in such bank or other depository as the Executive Committee or an officer designated by the Executive Committee may from time to time establish; and disburse or supervise the disbursement of the funds of the corporation as may be properly authorized;

2. Render to the Executive Committee at any meeting when asked, financial and other appropriate records on the condition of the corporation; and:

3. In general, perform all the duties incident to the office of Treasurer and such other duties as are provided by these Bylaws and as from time to time may be assigned by the Executive Committee or by the President.

4. Immediate Past President. The Immediate Past President will perform the duties of the President in the absence of the President and Vice Presidents or in their inability to act.

Section 2. Qualifications for Elected Officers and Assignment Committee. To be eligible to be elected and hold office as an officer or member of an elected committee, a member must:

A. Be an Active Member in Good Standing;

B. Been a member of the GTOA during the previous five (5) membership years or longer. If, after new nominations have been closed, there is only one (1) nominee who does not meet the requirement of this sub-section, the membership eligible to vote for such a nominee may, by majority vote of the Active Members in Good Standing at a meeting of the membership, waive this requirement for that specific nominee and declare him elected.

C. For the offices of Assignment Committee(s), he shall be a member of the membership division of that office.

D. No individual may hold more than one position on the Executive Committee simultaneously.

E. Shall not be an officer in an organization in a sport that the corporation involves itself, without the approval of the Executive Committee.

Section 3. Subordinate Officers. The Executive Committee may appoint other officer(s) not listed in these bylaws, such as Assistant Secretary(-ies), Assistant Treasurer(s), and other officer(s) and such agent(s) as the Executive Committee may determine, to hold office for such a period and with such authority and to perform such duties as the Executive Committee may from time to time determine.

Section 4. Election of Officers.

A The President shall appoint an ad-hoc Nominating Committee ~~the first Monday meeting in August~~ composed of at least three (3) members, which shall prepare and submit a list of nominees for the elective offices. This list of nominees will be presented to the membership during the regular meeting, the ~~third Monday in August~~ last Monday in July. Also any Active Member in Good Standing may make nominations from the floor during this meeting in ~~August~~ July. Nominations for all offices will close at that time and may not be reopened except that they may be reopened at the annual election meeting for any office for which there is no nominee due to withdrawal.

B. The date for the election shall be the regular scheduled meeting, the ~~fourth~~ first Monday in August. The officers and assignment committee members for football shall take office November 1st. The Vice President of Basketball and assignment committee members for basketball shall take office March 1st.

C. The Vice President of Basketball and elected Assignment Committee members for Basketball will be nominated and elected in October. The President will appoint a nominating committee at the first meeting held on a Monday in October. Nominations will be presented at the second meeting held on a Monday in October. Any Active Member in Good Standing may make nominations from the floor during this meeting. Nominations for these offices will close at that time and may not be reopened except that they may be reopened at the election meeting for any office for which there is no nominee due to withdrawals. The election will be on the third meeting held on a Monday in October.

D. Election Procedure. The procedure shall be:

1. The Secretary shall prepare the official ballot,

2. The vote shall be by secret ballot. Only Active Members in Good Standing may vote.

3. If any candidate for a specific office shall fail to receive a simple majority of votes cast on the first ballot, there shall be a runoff balloting for that office, with the candidates receiving the highest number and the second highest number of votes being subject to election on the second ballot. The voting then shall continue until one candidate receives a simple majority of all votes cast.

4. All Assignment Committee members will be elected by majority vote. In case no candidate receives a majority on the first ballot, the six candidates receiving highest number of votes for the three positions will be placed on the second ballot. In case one candidate receives a majority on the first ballot, the next four candidates receiving the highest number of votes will be placed on the second ballot, for the two remaining positions. In case two candidates receive a majority on the first ballot, the next two candidates receiving the highest number of votes will be placed on the second ballot. The voting shall continue until one candidate receives a simple majority of all votes cast.

Section 6. Terms of Office of Elected Officers and Past-President.

A. President. The term of office for the President shall be two (2) years, with elections held in odd numbered years.

B. Even Year Assignment Committee Members. The term of office of even numbered year Assignment Committee members shall be two (2) years, with elections held in even-numbered years.

C. Odd Year Assignment Committee Members. The term of office for odd numbered year Assignment Committee members shall be two (2) years, with elections held in odd numbered years.

D. The terms of office for all other elected officers shall be one (1) year, with elections held every year.

Section 7. Resignations. Any officer may resign at any time by giving written notice to the Executive Committee. Such resignation shall take effect at that time or the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Removal of Elected Officers, Committee Members and Past-President. An elected officer of the corporation, committee member or the Past-President may be removed from office under the following conditions (for the purposes of removal in this article only, "officer" shall include "committee member"):

A. With Cause by the Membership. The membership may remove any elected officer, committee member or the Past-President may be removed from office. A written petition signed by at least fifty (50) Active Members in Good Standing of the corporation shall be filed with the Secretary or President for removal of an officer, alleging improper conduct, malfeasance, dishonesty, gross neglect of duty, or gross incompetence in connection with the performance of the officer's duties or citing that the member no longer meets the qualifications of office specified in Section 2 of this Article (for elected officers) or Article VIII, Section 2, subsection C (for committee members). The Executive Committee shall conduct a due process hearing on the petition after giving reasonable notice of such hearing to the petitioner(s) and the respondent. At the hearing before the Executive Committee, the member(s) bringing the petition (or his designee) and the respondent shall be present and both sides may present any information or documents. Each party may ask questions of the other party and the other party's witnesses. Questions from the Executive Committee shall then be permitted. Legal counsel for the respondent may be present and fully participate if the corporation is notified at least five (5) business days prior to the date of the hearing so the corporation may elect to have its legal counsel present (which may be present with or without legal counsel for the member). Each such legal counsel shall be bound by the corporation's Bylaws while representing a member. The Executive Committee, by a majority vote, shall make a written recommendation to the membership of the corporation as to whether the removal shall be upheld or denied, with reasons for the recommendation being set forth. The recommendation of the Executive Committee shall be considered at the next regular meeting of the corporation or at a special meeting to called by the President. At the hearing before the membership, the member(s) bringing the petition (or his designee) and the respondent shall be present and both sides may present any information or documents. Each party may ask questions of the other party and the other party's witnesses. Questions from the membership shall then be permitted. Legal counsel for the respondent may be present and fully participate if the corporation is notified at least five (5) business days prior to the date of the hearing so the corporation may elect to have its legal counsel present (which may be present with or without legal counsel for the member). Each such legal counsel shall be bound by the corporation's Bylaws while representing a member. After due explanation of the recommendation and debate thereon, the decision as to whether the respondent shall be immediately removed from office shall be made by a majority vote of the Active Members in Good Standing, who are currently eligible to vote for the respondent's office if an election were to be conducted, present at said meeting. To effectuate this provision of the bylaws, a quorum for the purpose of considering removal of an officer(s) shall be a majority of the Active Members in Good Standing of the corporation.

B. In the Best Interests of the Corporation by the Executive Committee. The Executive Committee may remove any elected officer, committee member or the Past-President from office. Any elected officer(s) and/or Past-President shall file a written petition for removal of an officer or committee member with the Secretary or the President alleging the best interests of the corporation will be served thereby. The Executive Committee shall conduct a due process hearing on the petition after giving reasonable notice of such hearing to the petitioner(s) and the respondent. At the hearing before the Executive Committee, the member(s) bringing the petition (or his designee) and the respondent shall be present and both sides may present any information or documents. Each party may ask questions of the other party and the other party's witnesses. Questions from the Executive Committee shall then be permitted. Legal counsel for the respondent may be present and fully participate if the corporation is notified at least five (5) business days prior to the date of the hearing so the corporation may elect to have its legal counsel present (which may be present with or without legal counsel for the member). Each such legal counsel shall be bound by the corporation's Bylaws while representing a member. After due debate thereon, the decision as to whether the respondent shall be immediately removed from office shall be made by a two-thirds (2/3) majority vote of the Executive Committee.

C. This section shall relate solely to action that may be taken against an officer or committee member in connection with the officer's or committee member's performance of duties of the office or committee held. For disciplinary purposes as a member of GTOA, an officer, or a committee member of the corporation shall be treated as any other member of the corporation, and shall be subject to the same disciplinary action as any other member, as provided elsewhere in these bylaws.

Section 9. Filling Vacancies of Elected Officers. Any vacancy in an elected officer shall be filled by appointment of a majority vote of the Executive Committee. Such appointment shall take office immediately, but be subject to a vote of confidence by a majority of the Active Members in Good Standing present at the next membership meeting. Should the appointee fail the vote of confidence, the office will again and immediately be vacant and the Executive Committee shall come forth with another appointment. Should the appointee receive the vote of confidence, he shall hold office for the remaining term of his predecessor. This section shall not fill a vacancy in the office of Immediate Past-President.

Article VIII Standing, Elected, and Ad-Hoc Committees

Section 1. Standing Committees. The standing committees of the corporation shall be:

A. Grievance Committee. This committee shall serve in the appeals process of member penalties. Each of the following will appoint a member to the committee: President, Vice-President (divisional sport), Secretary, Treasurer and Chairman Assignment Committee (divisional sport).

B. Finance Review Committee. This committee shall study the financial affairs of the corporation and conduct an annual audit thereof (see Article IX, Section 4). Each of the following will appoint a member to the committee: President, each Vice-President, and Secretary.

C. Bylaws Committee. The committee shall conduct an annual review thereof (with a report to the membership), and make recommendations to the membership regarding proposed Bylaw amendments. Each of the following will appoint a member to the committee: President, each Vice-President, Secretary, and Treasurer.

Section 2. Standing committees, Generally,

A. Quorum. A quorum to conduct business for each committee shall be a majority of its voting members.

B. Ex-Officio Members. The President may from time to time appoint non-voting, ex-officio member(s) to each committee.

C. Requirements for Appointment of Members. Members of each committee shall be an Active Member in Good Standing and will be appointed or re-appointed once annually. A committee member may be removed from a committee as specified in Article VII, Section 8. A vacancy, because of the committee member's death, resignation, or removal, on any committee will be filled by appointment of the entity that made the original appointment. If the entity who made the original appointment is not re-elected, dies, resigns, or is removed from office (Article VII, Section 9) then the committee member will continue to serve unless immediately replaced by the new entity. Each member may not serve on more than two standing committees.

D. Additional Duties. In addition to other assigned duties, each committee shall perform other duties as directed by the President.

E. Committee Chairmen. Each standing committee will select their own Chairman and Recording Secretary. In the absence of a Chairman, the President may designate an Acting Chairman who shall act until the committee shall select its own Chairman.

Section 3. **Elected Committees** The Elected Committees shall be designated as below:

A. Assignment Committee(s). The Assignment Committee in each sport shall consist of six (6) members from the respective divisions. Each member will serve a two year term with three members elected in odd numbered years and three members elected in even numbered years. The President shall serve as ex-officio member of this committee. The President will vote only in case of a tie. An individual may be present representing a district or conference but shall not have a vote. The duties of this committee will be:

1. Contact school officials, coaches, athletic directors, etc in an effort to be awarded the contract to make assignments for all games. (Basketball and Football);

2. The assignments are to be made in the presence of at least fifty (50) percent of the Assignment Committee members;

3. Keep a complete and accurate record of all assignments;

4. Maintain a date open and closed chart for each member so late assignments can be made;

5. Establish policy concerning request for change in assignments;

6. Furnish schools a list of officials working their games along with a roster of the membership of the GTOA, including name, address, phone number, years of service, and state classification;

7. Require that any request for change in assignment be made as soon as possible, in order to insure each school a full team of officials.

Section 4. **AD-hoc Committees**. Ad-hoc committees shall be established as needed by the President or Vice-Presidents. Ad-hoc committee members will be appointed by the President or Vice-Presidents, and such committees shall be for a limited time and purpose.

Article IX **Books and Records**

Section 1. Location. The books, accounts and records of the corporation may be kept at such place or places as the Executive Committee may from time to time determine.

Section 2. Inspection. The books, accounts and records of the corporation shall be open to inspection by any member of the Executive Committee at all times; and open to inspection by an Active Members in Good Standing at such times, and subject to such regulations as the Executive Committee may prescribe, except as otherwise specified by statute.

Section 3. Audit. The Finance Review Committee shall audit the accounts of the corporation not less than annually. The annual audit shall be conducted in February. The committee shall present the findings of each review with recommendations (if any) to the membership.

Article X Dues

Section 1. Annual Dues. The Executive Committee may determine from time to time the amount of initiation fee (if any), annual dues payable by the divisions of membership in the corporation, and the dates upon which payment is due. Honorary members are exempt from dues.

Section 2. Membership in Multiple Divisions. Each member shall pay dues to the corporation for each division of membership, unless the Executive Committee grants a discount for membership in multiple divisions.

Article XI Discipline of Members

Section 1. Grounds for Discipline. For failure to comply with these Bylaws, established authority, guidelines, regulations, policies, procedures, or regulations of the GTOA, or for delinquency in payment of authorized charges, fines, penalties or assessments, or for any other conduct contrary to the best interests of the GTOA, a member may be disciplined as provided in this article.

Section 2. Notification of Charges. Any alleged violation shall be reported to the President (any member filing a protest concerning the actions of another member(s) shall submit in writing a full statement of the facts over his/her signature to the President). Upon receipt of such a report or based upon the President's own observations, the President shall have sole authority to initially investigate all alleged violations and invoke appropriate penalty(-ies) in accordance with the policies of the corporation. The President shall determine penalties for violations not specifically covered by policy. The charged member shall then receive a written notice of the charges against him indicating the alleged violation with specific reference to item(s) in Section 1, the alleged violating conduct, where and when the alleged violating conduct occurred, the person or entity who filed the charge (if not originated by the President), the findings of the investigation, the penalty(-ies) invoked (if any), and references to the procedural rights afforded by these Bylaws.

Section 3. Effective Date of Penalty. So that a member shall have the opportunity to appeal the President's findings prior to effectuation of the penalty, the effective date of any penalty awarded to a member shall be ten (10) business days from the date of the President's notification letter is mailed to the member, unless the finding shall be appealed—resulting in an effective date of when the appeal is finalized. The duration of all penalties shall be from the effective date.

Section 4. Appeal of Penalty and Due Process Procedures for Member.

A. Notification of Appeal of the President's Decision. Any member determined by the President to be in violation of the rules of this corporation, whether or not such finding results in imposition of penalty, may appeal the finding of the President if s/he takes issue with it, or may appeal the penalty imposed, if any, if s/he, while not disagreeing with the finding, believes the penalty to be too severe. The appeal must be in writing, state the objection and desired recourse, pay the appeal deposit, and filed so that it is received by the President within ten (10) business days of the member's receipt of the President's finding and/or notification of the imposition of penalty. Failure to file an appeal so that it is received by the President within the ten (10) business days allowed shall be deemed a waiver of the right to appeal as granted herein.

B. Recommendation of the Grievance Committee. Upon receiving an appeal, the President shall immediately forward the member's appeal to the Grievance Committee, and the effective date of the penalty is indefinitely postponed pending further review. The Grievance committee shall promptly conduct a due process hearing and, by majority vote, present a written recommendation to the Executive Committee. At the hearing before the Grievance Committee, the person or entity bringing the charges and/or the President (or his designee) and the appellant member shall be present and both sides may present any information or documents. Each party may ask questions of the other party and the other party's witnesses. Questions from the committee member(s) shall be permitted. Legal counsel for the appellant member may be present and fully participate if the corporation is notified at least five (5) business days prior to the date of the hearing so the corporation may elect to have its legal counsel present (which may be present with or without legal counsel for the member). Each such legal counsel shall be bound by the corporation's Bylaws while representing a member. The committee's recommendation and a copy of all written documentation submitted to the committee shall be forwarded by the Grievance Committee to the Board of Directors within ten (10) business days of the hearing.

C. Action of the Executive Committee. Upon receipt of the Grievance Committee's recommendation, the Executive Committee shall review the appeal in executive session and determine a date for oral arguments before the Executive Committee. The Executive Committee shall give the appellant member notice of at least ten (10) business days of the date for oral arguments. At the hearing before the Executive Committee, the person or entity bringing the charges and/or the President (or his designee) and the appellant member shall be present and both sides may present any oral information. Each party may ask questions of the other party and the other party's witnesses. Questions from the Executive Committee(s) shall be permitted. Legal counsel for the appellant member may be present and fully participate if the corporation is notified at least five (5) business days prior to the date of the hearing so the corporation may elect to have its legal counsel present (which may be present with or without legal counsel for the member). Each such legal counsel shall be bound by the corporation's Bylaws while representing a member. The Executive Committee, by majority vote, is empowered to sustain, modify or overturn the decision of the President in each case that comes before it. The President will notify the member of the Executive Committee's decision. The member may appeal the decision of the Executive Committee. The appeal of the Executive Committee's decision must be in writing, state the objection and desired recourse, pay the appeal deposit, and filed so that it is received by the Executive Committee and the President within ten (10) business days of the member's receipt of the

Executive Committee's decision. Failure to file an appeal so that is received by the President within the ten (10) business days allowed shall be deemed a waiver of the right to appeal as granted herein (with the effective date of the penalty being the tenth (10) business day after the member's receipt of the Executive Committee's decision).

D. Notification of Appeal of the Executive Committee's. Upon receipt of the appeal of the Executive Committee's decision, the President shall give notice to the membership and the membership shall hear the matter at the next regular or special meeting of the membership for which notice can reasonably be given as determined by the President. The effective date of the penalty remains indefinitely postponed pending further review by the membership. At the hearing before the membership, the person or entity bringing the charges and/or the President (or his designee) and the appellant member shall be present and both sides may present any information or documents. Each party may ask questions of the other party and the other party's witnesses. Questions from the membership shall be prohibited. Legal counsel for the appellant member may be present and fully participate if the corporation is notified at least five (5) business days prior to the date of the hearing so the corporation may elect to have its legal counsel present (which may be present with or without legal counsel for the member). Each such legal counsel shall be bound by the corporation's Bylaws while representing a member. The membership is empowered to sustain or overturn the Executive Committee's decision in each case that comes before it. To overturn the Executive Committee's decision, the membership must vote by two-thirds (2/3) majority of the Active Members in Good Standing present in favor of the appellant member. If the Executive Committee's decision is sustained, the effective date of the penalty shall be immediate.

E. Cost of Appeals. The appellant member's cost of all appeal(s) shall be borne by the member. For each appeal and each level of appeal, the appellant member shall pay an appeal deposit of fifty dollars ($50) to the corporation. Should the appellant member's appealed penalty(-ies) be overturned in its entirety, the appeal deposit shall be returned to the member; otherwise, the appeal deposit shall be permanently retained by the corporation.

Section 5. Penalty Invoked Upon Member. One or more of the following penalties may be invoked against a member(s) found to have committed violations:

A. Reprimand—An official letter of censure to the member(s) concerned in regard to the offense committed and warning against further acts of a detrimental nature that are contrary to the best interests of the corporation.

B. Fine—A monetary payment.

C. Forfeit—The forfeiture of games currently scheduled and the right to be scheduled in the future, up to twelve (12) months.

D. Probation—The member is reprimanded, fined and served notice that s/he is in a period of warning for one calendar year and additional violation(s) during this period may result in expulsion from the GTOA.

E. Expulsion—Involuntary termination of a member's membership in the corporation.

F. Suspended Penalty—Invoking one or more of (A) through (E) and suspending all or part of that penalty. The member is further served notice that s/he is in a period of warning for one calendar year and additional violation(s) during this period may result in all or part of the suspended portion of the penalty being invoked effective from and beginning from the date of the subsequent violation in addition to any penalty awarded for the subsequent violation.

Section 6. Statute of Limitations. No investigation shall take place into, and no penalties shall be invoked against any member(s), for violations of the corporation's rules which are alleged to have occurred prior to nine months of the investigation—except as a consequence of an investigation initiated during that period or except as a consequence of a periodic review of the previous calendar year conducted during this period. In all cases, an investigation shall last no longer than six months.

Section 7. Compliance with Decisions. All members shall accept the administrative decisions of the President, the Executive Committee, and the membership during membership meetings in good faith. Any member who, by any act or attitude, shall refuse to accept, or shall hold in contempt or derision, or shall permit or acquiesce in such contempt or derision on the part of any group or other member of this corporation shall subject her-/himself to further penalty, including expulsion from this corporation. These provisions are not to be construed as preventing the member from exercising her/his right to due process by appealing the decisions of the President or the Executive Committee.

Article XII Indemnification of Officers, Directors and Others Serving in a Corporate or Committee Capacity

Section 1. Civil or Criminal Proceeding. The corporation 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, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer or agent of the corporation, or is or was serving at the request of the corporation as a director, officer or agent of another corporation, partnership, joint venture, trust of other enterprise, against expenses, including attorneys' fees, 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 corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Negligence or Misconduct. The corporation shall not indemnify a member in respect of any claim, issue or matter as to which such member shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought 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. Attorneys' Fees. To the extent that a director, officer, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in defense of any claim, issue or matter, he shall be indemnified against expenses including attorneys' fees, actually and reasonably incurred by him in connection therewith.

Section 4. Determination of Indemnification. Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the corporation 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 Executive Committee by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding;

B. If such quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or

C. By the Active Members in Good Standing at a regular or special meeting of the membership.

Section 5. Insurance. The corporation 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 corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this Article.

Section 7. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a member who has ceased to be a director, officer or agent and shall inure to the benefit of the heirs, executors and administrators of such member.

Article XIII Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on January 1st and end of December 31st.

Section 2. Depositories. The Executive Committee shall appoint banks, trust companies, or other depositories in which shall be deposited from time to time the money and securities of the corporation. All such accounts shall be opened only upon an authorizing resolution of the Executive Committee.

Section 3. Checks, Drafts, and Notes. All checks, other orders for the payment of money and all notes or other evidences of indebtedness issue in the name of the corporation shall be signed by such officer(s) or agent(s) as shall from time to time be designated by resolution of the Executive Committee or by an officer(s) appointed by the Executive Committee.

Section 4. Contracts and Other Instruments.

A. Contracts for Services of Members. The President shall be the final approving authority/signatory of all corporate contracts for the services of member officials. No other officer, member, or agent shall negotiate or execute such contracts on behalf of the GTOA.

B. Other Contracts. Except as otherwise provided herein, the Executive Committee may authorize any officer(s) or agent(s) to enter into contract or execute and delivery any instrument in the name and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 5. Consent to Recording of Meetings of the Corporation. All members grant permission for audio and/or video recording of any or all meetings of the corporation for the purposes of the corporate archive or training.

Section 6. Gifts. The Executive Committee may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 7. Contractual Relationship of Members. Each member of the GTOA agrees by becoming a member that these Bylaws and all other rules, regulations and policies of the corporation constitute a valid contract between the member and the GTOA. The corporation reserves the right to amend, alter, change, or repeal any provision contained in these bylaws in the manner now or hereafter prescribed by the bylaws, and all rights, powers, and responsibilities conferred herein on members, directors, officers, and agents of the corporation are subject to this reserved power.

Article XIV Amendments

Section 1. Amendments to the Bylaws. These Bylaws may be amended, restated, or repealed by a two-thirds (2/3) vote of the Active Members in Good Standing present at any meeting of the membership at which a quorum exists. The following procedure shall be followed:

A. Submission of Proposed Amendment. Amendments may be proposed by the Executive Committee (at its own initiative), the Bylaws Committee (as part of its annual review), or upon petition of any fifty (50) Active Members in Good Standing (which shall be addressed and delivered to the Executive Committee). All proposed amendments shall be submitted in writing.

B. Reading to the General Membership. The proposed amendment shall then be read to the members of the GTOA at the next regular meeting, and a copy shall be forwarded to the Bylaws Committee, and copies shall be available to the members at said meeting.

C. Notice to the Membership. An available copy of the proposed amendment and reading of the amendment at the meeting in (B) shall serve as official notification to the membership. A vote on the amendment will be taken at the next meeting that occurs after 10 days have elapsed since the proposed amendment is first read to the membership.

D. Recommendation of the Bylaws Committee. At the meeting for which notice is given in (C), the Bylaws Committee shall be provided the opportunity to present a recommendation on the amendment with stated reasons prior to debate by the membership.

E. The membership shall debate the proposed amendment, with the debate limited to twenty (20) minutes (unless a two-thirds majority shall determine another time limit). The proposed amendment shall then be voted upon without amendment or substitution.

F. All successful amendments shall become effective ~~fourteen (14)~~ seven (7) days after passage.

G. All successful amendments to the Bylaws will be forwarded to the OSSAA for review.

Article XV Legality of the By-Laws

Section 1. Should any article of these By- Laws ever be declared in contradiction to the Constitution of the OSSAA, or declared invalid by law, that article will be declared null and void, and it will not affect any validity of any other article of these By-Laws of the GTOA.