

PERMIAN BASIN CHAPTER OF THE
SOUTHWEST FOOTBALL OFFICIALS ASSOCIATION

BY-LAWS

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BY-LAWS OF
PERMIAN BASIN CHAPTER OF THE
SOUTHWEST FOOTBALL OFFICIALS ASSOCIATION

ARTICLE I. BUSINESS OF THE CORPORATION

Section 1.1 Name. The name of the Corporation is and shall be:

PERMIAN BASIN CHAPTER OF THE
SOUTHWEST FOOTBALL OFFICIALS ASSOCIATION

Section 1.2 Scope of Business. The Corporation may, in furtherance of the purposes and objects thereof, engage in any and all business authorized by its Articles of Incorporation.

Section 1.3 Principal Office. The principal office of the Corporation shall be initially at 3603 W. Michigan, Midland, Texas 79703 and thereafter at the residence of its Secretary, who shall file appropriate Notice with the State of Texas, as required, from time to time.

Section 1.4 Other Offices The Board of Directors may designate places in addition to the principal office in any state, territory, district or possession of the United States of America and in other countries and the states, territories, districts or possessions thereof, at which other offices of the Corporation may be maintained and the business of the Corporation may be conducted.

Section 1.5 Management and Control The business and property of the Corporation shall be managed and controlled by the officers and the Board of Directors, and the appropriate Officers and the Board of Directors of the Corporation, as hereinafter provided, shall have full power and authority to do and perform every act requisite to the lawful conduct of the business of the Corporation.

Section 1.6 Registered Office. Registered office shall be the same as the residence of the Secretary of the Corporation.

Section 1.7 Registered Agent. The Registered Agent, officer and attorney-in-fact for the purpose of service of process and for such other purposes as may be required by law, shall be the Secretary of the Corporation, who shall file

appropriate Notice with the Secretary of State of Texas, as required, from time to time.

ARTICLE II. MEMBERS AND MEETINGS THEREOF

Section 2.1 Qualification of Members. The Members of the Corporation shall be (1) every football official, other than new Members, who are members of the Southwest Football Officials Association and reside or work in the Permian Basin area and desire to be affiliated with the Corporation and (2) New Members, as hereinafter defined. Only Members may vote or hold office. Failure to maintain membership in the Southwest Football Officials Association or a sanction, reprimand or penalty by the Southwest Football Officials Association which deprives one of membership in such organization shall automatically suspend such person's membership in this Corporation and their benefits and rights of full membership. (Policies of the Southwest Football Officials Association are contained in an Appendix to these By-Laws, with the official Appendix to be maintained by the Secretary-Treasurer who shall add or delete therefrom, as received from the Southwest Football Officials Association from time to time.)

Section 2.2 New Members Persons who are new or inexperienced football officials may apply to the Membership Committee and if approved be accorded the status of "New Member" during their initial season and exempted from the requirement of Southwest Football Officials Association membership during this initial season. (Initial season shall be the usual Texas High School football season, during which the "New Member applies for membership whether for all or part of such "Initial Season".

Section 2.3 Special Membership The Board may from time to time recognize those persons or organizations who possess or show their interest either by action, activity or contribution for the Corporation's purposes in promotion of the welfare of the American Intercollegiate and Interscholastic game of football with "Special Membership" or recognition, which shall not be entitled to the benefits or rights of full membership.

Section 2.4 Conformance to Corporation and SFOA Policy All Members shall comply with the mechanics and procedures for officiating football prescribed by the Board of Directors of the Corporation and the Executive Director of the Southwest Football Officials Association and the Articles, the By-Laws, and the policies of the Corporation and its Board. If a Member shall fail to comply with these mechanics, procedures, Articles, By-Laws or policies, such person will draw a warning from the Membership Committee. If such failure or lack of compliance continues, the Membership Committee shall, upon

determining such promptly report the same to the Member's Meeting, after two (2) weeks notice, where one (1) person on behalf of the Committee shall report the specifics of such allegation of failure of lack of compliance with the mechanics, procedures, Articles, By-Laws or policies and the challenged Member shall have the opportunity to respond, whereupon a vote shall be taken on such failure or lack of compliance, with a two-thirds (2/3) vote of those Members who are present sustaining such to result in the challenged Member's loss of membership, rights and benefits.

Section 2.5 Membership Year. The membership shall begin annually on January 1st and end on December 31st of each year. Dues are due on or before December 31, for the coming year.

Section 2.6 Dues The Board of Directors shall prescribe dues for "Members" and "New Members". Unless the Board has prescribed prior to December 1st of the current year of a change in dues for the coming year, then the current year's dues shall be in effect for the coming year.

Section 2.7 Meetings of Members. Members of the Corporation shall meet at such place and time as may be designated by the President or Corporation.

Section 2.8 Number of Meetings. There shall be such meetings as may be determined by the President or the Board of Directors, but there shall at least be an annual meeting of the members which shall be held in November of each year at such time and place as may be designated by the Board of Directors. At such meeting, the members shall elect the officers and the Directors of the Corporation, as herein described per odd and even numbered years, to serve effective January 1 of the coming year or until their successors shall be elected and shall transact such other business as may be properly brought before the meeting. Notice of such meeting shall be given at least two (2) weeks prior to such meeting by written notice given to the members at the last address for them in the records of the Secretary. The Corporation shall hold meetings of the Membership or of the Sub-chapter each week of the football season to discuss and interpret football rules and mechanics and conduct such other business as may come before it. The Board of Directors shall designate the dates and places of such meetings.

Section 2.9 Quorum. At the annual meeting, the President's commencement of the meeting shall be deemed a quorum, and at special meetings, a majority of the Board of Directors present shall be deemed a quorum for that meeting.

Section 2.10 Voting At any meeting of the members, every qualified member shall be entitled to cast one vote on each matter submitted to a vote at the meeting. This Vote may be cast either in person or by Absentee Vote. All matters submitted to vote at the meeting shall be determined by majority vote.

Section 2.11 Uniforms Members shall be required to wear the regulation uniform when officiating in any game.

Section 2.12 Officiating Fees and Travel Allowance Members shall conform to the fees and travel allowances then prescribed by the Board of Directors, the Southwest Football Officials Association and the University Interscholastic League.

Section 2.13 Attendance Members are required to attend the Annual Meeting and all other meetings of the Corporation including Sub-chapter meetings. After three (3) unexcused absences, the Member becomes ineligible for "playoff game" assignments that year and "regular game assignments" the next year. By submitting written reasons for the absences to the Membership Committee, a Member may be granted excused absences by the Committee and avoid any restrictions. The Membership Committee may issue additional disciplinary action if it deems such to be warranted, which shall be given in writing to the Member. If the Member does not accept the Membership Committee's disciplinary action, then he must, within ten (10) days, notify the Secretary that the Member desires to have the proposed disciplinary action reviewed by the Grievance Committee, who shall at the next regularly scheduled Board of Directors Meeting promptly and finally determine such disciplinary action. If the Member fails to conform and comply with such disciplinary action, then the Member's membership, rights and benefits shall be automatically suspended in this Corporation.

Section 2.14 Member Test Each Member shall pass tests and meet other requirements as may be by the Board of Directors, with a written test to be given prior to the first game of the football season.

Section 2.15 Solicitation No member shall solicit football games for their own benefit or the Corporation, except as shall be allowed by the written policy of the Corporation and of the Southwest Football Officials Association. Failure to follow the policies shall be cause for suspension of membership and all rights and benefits, or such other disciplinary action as shall be determined by the Board of Directors, who shall hear the same after one (1) week's notice to the Member, who shall be entitled at such Board

Meeting to respond to such allegations. The Board of Directors shall at the conclusion of such meeting render a written decision which shall be given to the Member.

ARTICLE III. OFFICERS.

Section 3.1 General Officers. The general officers of the Corporation shall be the President, the Vice President, Secretary, and the Treasurer, with the Treasurer to be a non-voting ex-officio member of the Board of Directors. The general officers severally shall have the qualifications and perform the duties prescribed in these By-Laws, and also shall have and perform such other and further duties as may be assigned to them by the Board of Directors. No Person shall be an officer, unless such person is a Member of the Corporation.

Section 3.2 The President. The President shall

- a) preside at all meeting of the Corporation or of the Board of Directors;
- b) conduct all negotiations in behalf of the Corporation, except those specifically given to the Secretary or Treasurer, and shall make every effort to further the Purposes of the Corporation;
- c) exercise general supervision and control over all of the business and affairs of the Corporation and of the other officers of the Corporation; and
- d) sign all written contracts of the Corporation, except where the signing and execution thereof shall be expressly delegated by resolution of the Board of Directors to some other officer or agent of the Corporation.

Section 3.3 Vice President. The Vice-President functions shall be to -

- (a) provide the Corporation with educational programs for Members meetings,
- (b) perform the duties of the President in absence thereof,
- (c) coordinate with the Sub-Chapter Secretaries providing of officials and the performance of their duties for sub-varsity games of the schools and education institutions whose "home" varsity games are officiated by the Corporation
- (d) and serve as Chairman of the Evaluation Committee.

The Vice-President shall perform such duties as may from time to time be assigned by the President or the Board of Directors.

Section 3.4 The Secretary. The Secretary shall -

(a) keep the minutes of all meetings of the Corporation and of the Board of Directors,

(b) send out all notices, preserve all records and have charge of the necessary printing and publications ordered by the Corporation,

(c) receive and conduct the processing of all applications for membership and shall present them to the Membership Committee,

(d) notify each Candidate for Membership of their acceptance or rejection and, if accepted, shall furnish each Candidate-Member with all necessary publications of the Corporation, including the Articles and By-Laws if the Candidate so desires,

(e) set up whatever tests or requirements deemed necessary by the Executive Director of the Southwest Football Officials Association and the classification of the membership of the Corporation shall be subject to such tests,

(f) have sole responsibility for all game assignments submitted to the Corporation and make all such assignments with complete objectivity and without personal prejudice, subject to review of assignments as provided by Section 7.3. The Secretary, with the Board of Directors' approval, may use various sources of input and methods of operation in the assignment process, including, but not limited to, coaches' requests, referees' choices, particularly in 5-A and 4-A games, and Subchapter Secretary recommendations and suggestions,

(g) attend the yearly meeting of the Southwest Football Officials Association except in cases of emergency, whereupon the Secretary shall designate in writing one or more Directors to attend such meeting as the Secretary's representative, and

(h) keep in a safe place and custody the seal of the Corporation and shall affix the same to all documents the execution of which on behalf of the Corporation under its seal is duly authorized and attest all such documents.

Section 3.5 The Treasurer.

(a) The Treasurer shall be selected by the Board of Directors to serve a term commencing with the year of 1998 until December 31, 1999, and thereafter the Treasurer shall be selected by the Board of Directors no later than December 1 of each year with the term to commence on January 1 and continue until December 31 of the following year. The Treasurer may be removed by the Board of Directors by a majority vote at any meeting called for such purpose, provided that notice and opportunity is given to the Treasurer at least ten days prior to such meeting of such consideration, so that the Treasurer may respond to such issues as may be raised as being grounds for such removal.

(b) The Treasurer shall -

(1) have charge of the collections and disbursements of all fees and dues,

(2) expense all items as is necessary to the function of the Corporation's business,

(3) have custody of all monies and securities of the Corporation, shall keep books of account for the Corporation, shall submit them together with all his vouchers, receipts, records, or other papers to the members at the annual meeting thereof, and to the Directors and Officers of the Corporation for their examination as often as they may require, shall deposit all funds of the Corporation in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected from time to time by the Board of Directors or members of the Corporation, and shall perform all other duties delegated or assigned by the President or Board of Directors. However, all accounts of the Corporation shall be in the name of the Corporation, and shall require two of the following signatures - President, Vice-President, Secretary and/or Treasurer - in order to disburse such funds.

Section 3.6 Election of Officers. The officers of the Corporation other than the Treasurer designated hereinabove shall be elected by the members at the annual meeting of the members in "odd-numbered" years. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as the same may conveniently be accomplished.

Section 3.7 Term of Office. Each officer, other than the Treasurer, shall hold office for two (2) years, and until the successor shall have been duly elected, and shall have qualified, or until the death of the officer, or until the officer shall resign, retire, or shall have been removed in the manner herein provided. The term of office shall begin January 1, and end December 31. Officers may be re-elected to an unlimited number of consecutive terms.

Section 3.8 Delegation. In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer, or to any director, for the time being, except when otherwise provided by law.

Section 3.9 Unfilled Offices. In its discretion, the Board of Directors, by vote of a majority thereof, may leave

unfilled for any such term as it may fix by resolution, any officer, except those of President, Secretary and Treasurer, until the next annual meeting, when the office shall be filled by the membership, except that the Treasurer is selected by the Board of Directors. The vote to leave such Officer position vacant includes leaving vacant the accompanying Director position, until a successor is duly elected and qualifies.

Section 3.10 Compensation. No officer shall receive any compensation, except for the Secretary and Treasurer, whose compensation shall be determined by the Board of Directors.

Section 3.11 Vacancies. A vacancy in the office of President, Vice-President, or Secretary, because of death, resignation, removal, disqualification or otherwise, may be filled by, after two (2) weeks' notice, a vote of the members present or by Absentee Vote.

Section 3.12 Removal Any officer elected may be removed by the Membership whenever in its judgment the best interest of the Corporation would be served thereby. Notice of a meeting to consider such shall be given at least two (2) weeks prior to such meeting to all Members, with only two (2) Members to present cause for removal and two (2) Members and the challenged Officer to respond. Removal shall be determined by a two-thirds (2/3) vote of the Members present. No Absentee Vote shall be allowed.

ARTICLE IV. THE BOARD OF DIRECTORS AND MEETINGS THEREOF

Section 4.1 Duties. The business and affairs of the Corporation shall be managed by the President, who shall be advised by the Board of Directors, the members of which shall be elected annually by the Members present or by Absentee Vote at the annual meeting designated by the Board of Directors. Directors must be Members of the Corporation.

Section 4.2 Number. The total number of directors of the Corporation shall be determined annually in the month of October by the existing Board of Directors. The Board will consist of the President, Vice-President, Secretary, Treasurer (as a non-voting, ex-officio member), the immediate Past President, and current Board members. The Board will determine the number of representatives per Sub-Chapter (authorized by the Board and having at least five (5) members), based upon the total number of SFOA members in a specific Sub-Chapter prior to September 1 of each Sub-Chapter election year. Each Sub-Chapter will elect one (1) representative for the first twenty (20) SFOA Sub-Chapter

members, and one (1) for each twenty (20) SFOA Sub-Chapter members thereafter. Of the Sub-Chapter Elections, commencing in 1995, Seminole, Pecos and Odessa will elect representatives in odd years and Midland and Big Spring in even years. Subsequent Sub-Chapters election years will be determined upon acceptance by the then existing Board. Upon the adoption of this By-Law, any Sub-Chapter not having representatives may elect them for the remainder of that term only, until regular Sub-Chapter Board Member elections occur. Vacancies shall be filled by the specific Sub-Chapter for the remainder of each specific terms. No Director shall hold more than two (2) consecutive terms of office whether the initial term is held for part or all of such term. The Sub-Chapters shall have their election after being notified in October by the Board and shall notify the Secretary of their director or directors by December 1.

Section 4.3 Vacancies. Vacancies in the Board other than President, Vice-President, Secretary, Treasurer, or Immediate Past President may be filled by the remaining directors, though less than a quorum, until the next annual meeting when such directorship shall be filled by the election of the Members for the remainder of the term. Vacancies in the office of President, Vice-President, Secretary or Treasurer shall be filled as required by Section 3.10. Vacancies in the office of Immediate Past President shall be filled by the next most Immediate Past President not currently holding any other office or directorship and who is willing and able to so serve. If there is no past President willing or able to serve, then this position should remain vacant, until there is such a person so qualified and willing and able to serve.

Section 4.4 Term of Office. A Director elected by the membership pursuant to Section 4.2 shall hold office for a term of two (2) years. A Director's term shall begin on January 1 and end on December 31.

Section 4.5 Regular Meetings. A meeting of the Directors for the transaction of general business shall be held as called by the President. Regular meetings may also be held at such times and places as the Board may, from time to time, determine.

Section 4.6 Special Meetings Special meetings of the directors may be called at any time by the President, or by three (3) Directors of the Board by request in writing signed by such directors and specifying the purpose or purposes of the meeting. At least seven (7) days notice in writing of the meeting called upon such request shall be given to each

Director as provided herein for notices, stating the time, place and purpose of the proposed meeting.

Section 4.7 Quorum. A majority of the directors shall constitute a quorum. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time until a quorum is present. Notice of such adjournment shall be given to any directors who were not present, and unless announced at the meeting, to the other directors. Once a quorum is determined to be present at a meeting of the Board of Directors, subsequent withdrawal of any directors shall not extinguish the quorum.

Section 4.8 Place Meetings of the directors may be held at such places as may from time to time be designated by the President or three (3) directors.

Section 4.9 Manner of Acting. All questions coming before the Board shall be decided by a majority of the directors present and voting. No Director may vote by Absentee Vote.

Section 4.10 Record of Vote. It shall be the right of each director to require the vote taken and entered upon the minutes of the meeting to record the affirmative or negative vote or absence of each director with reference to any action of the Board of Directors.

Section 4.11 Compensation. There shall be no compensation for Directors.

Section 4.12 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless their dissent therefrom shall be entered in the minutes of the meeting or unless such Director shall file a written dissent therefrom with the Secretary before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.13 Organization. The President, or in absence thereof, the Vice-President, shall preside at all meetings of the Board. In the absence of the President and Vice-President, the Secretary shall preside or appoint one of the Directors to preside. The order of business and all other matters affecting the manner in which the meeting shall be

conducted shall be fixed from time to time by resolutions recorded in the minutes of the meetings of the directors.

Section 4.14 Records. Minutes of all meetings of the directors shall be preserved as a part of the permanent records of the Corporation, and the Secretary of the Corporation shall have custody thereof.

Section 4.15 Removal of Directors. Directors, or any of them, may be removed for cause by action taken at the annual meeting of the members or at a special meeting of the members called for that purpose, with two (2) weeks notice. Only two (2) Members shall present cause for removal and two (2) Members and the challenged Director shall respond. Removal shall be determined by a two-thirds (2/3) vote of the Members present. No Absentee Vote shall be allowed.

Section 4.16 Manner of Acting. The Directors shall act only as a Board, and the individual Directors, as such, shall have no power or authority to participate in the management of the Corporation, except as required by the President.

Section 4.17 Certain Powers. Without limitation of the general powers conferred by law and the other powers and authorities conferred by these By-Laws, the Board shall have the following powers and authority:

(a) To lease, purchase or otherwise acquire in any lawful manner for and in the name of the Corporation any and all real estate and other property, rights or privileges whatsoever deemed necessary or convenient for the prosecution of its business and which the Corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit, and at their discretion to pay therefore either wholly or partly in money, stocks, bonds, debentures or other securities of the Corporation.

(b) To appoint and at their discretion remove or suspend such employees, agents or servants, not otherwise elected or appointed, permanently or temporarily, not otherwise elected or appointed, permanently or temporarily, or for any fixed time, as they think fit and to prescribe their duties and determine their salaries or emoluments and to require security in such instances and in such amounts as they think fit.

(c) To establish committees of the Board of Directors and to delegate any powers of the Board in the course of the current business of the Corporation to any such committee or to any officer or agent and to appoint any persons to be the

agents of the Corporation, with such powers (including the power to subdelegate) and upon such terms as they see fit.

Section 4.18 Making Contracts. No deed, instrument, or contract of any description purporting to be made on behalf of the Corporation shall be valid as against the Corporation, unless authorized by the Board of Directors, or by a committee of the Board, upon whom special power to authorize the execution of such deed, instrument or contract has been conferred. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to particular matters, transactions or subjects.

Section 4.19 Signature of Orders For Payment of Money. The funds of the Corporation shall be deposited in such one or more banks as shall from time to time be selected and designated by resolution of the Board of Directors. All checks, drafts, or other order for the payment of money shall be signed by such officers and/or employees of the Corporations and in such manner as shall from time to time be designated and determined by resolution of the Board of Directors, except where authority is herewith given to the Treasurer.

ARTICLE V. SUB-CHAPTERS

Section 5.1 Sub-Chapter Organization Any town or group of towns that has at least five (5) Members that desires to hold meetings of Members may apply to the Board of Directors for status and recognition as a "Sub-Chapter". If approved by the Board, then such "Sub-Chapter" shall be recognized as an official "Sub-Chapter" of the Corporation.

Section 5.2 Sub-Chapter Officers and Directors Each Sub-Chapter shall have a President and a Secretary and may have a Board of Directors, not to be less than five (5) Members, who shall be elected in a manner similar to that of the Officers and Directors of this Corporation. Each Sub-Chapter Secretary shall promptly notify the Corporation's Secretary in writing of the Officers and Directors of the Sub-Chapter and of any changes thereto, including their names, addresses and telephone numbers.

Section 5.3 By-Laws Each Sub-Chapter shall enact and adopt By-Laws, a copy of which shall, with any amendments thereto, at all times be filed with the Corporation's Secretary which shall be similar to these By-Laws. In the event of any conflict between the Corporation's By-Laws and the Sub-Chapter's By-Laws, the Corporation's By-Laws shall govern. A Sub-Chapter, which does not enact and adopt

By-Laws, shall be deemed by its recognition as an official "Sub-Chapter" to have enacted and adopted these By-Laws as its Sub-Chapter By-Laws.

Section 5.4 Sub-Chapter Secretary The Sub-Chapter Secretary shall assist and perform any and all duties and actions requested by the Corporation's Secretary. The Sub-Chapter Secretary shall, at the discretion of the Secretary, aid in the assignment of games and make known their evaluation of any official that is a resident of the area represented by the Sub-Chapter and shall handle all game assignments at the sub-varsity level for the public school systems or private educational institutions within their area. The Sub-chapter Secretary shall communicate and coordinate with the Corporation's Vice-President the providing of officials and the performance of their duties for sub-varsity games of the schools and educational institutions.

ARTICLE VI. COMMITTEES

Section 6.1 Evaluation Committee The Evaluation Committee shall be composed of the Vice-President, who shall be Chairman, and the Sub-Chapter Secretaries. The Members of this Committee shall hold office for one (1) year. Any Committee Member may succeed themselves. The duties of this Committee shall be to:

- (1) evaluate each Member and make suggestions and recommendations,
- (2) review official's assignments before they are mailed to the official, and
- (3) and hear "First Appeals" as provided in the By-Laws.

Section 6.2 Membership Committee

The Membership Committee shall be composed of six (6) Members, the Secretary, who shall be Chairman, and the five (5) Directors, other than Officers and Immediate Past President. The duties of this Committee shall be the investigation and screening of all applications for membership and in acting in an advisory capacity with reference to qualifications of Members, new Members, and applicants transferring from other chapters or associations. Also, this Committee will investigate and make recommendations for violations of rules and regulations of the Corporation.

Section 6.3 Nominating Committee The Nominating Committee of not more than seven (7) Members will be appointed by the President and it shall be the duty of this Committee to place in nomination the names of those desiring to be a candidate and the names of any others that they determine are appropriate so there will be a full slate of candidates for

the election. Also, nominations from the "floor" and "write-in voting" will be allowed. The Nominating Committee shall also serve as the Vote Tabulating Committee to count all votes and interpret all Absentee Votes, provided that any member of this Committee on the Ballot shall be disqualified from the Vote Tabulating Committee.

Section 6.4 Grievance Committee. The Grievance Committee shall be composed of the Board of Directors who shall hear written complaints made to it by Members.

ARTICLE VII. OFFICIATING SCHEDULES

Section 7.1 Members Availability. All Members are required to immediately submit prospective dates to the Secretary.

Section 7.2 Game Assignments. The Secretary will make all final game assignments, including post-season assignments subject to the provisions of these By-Laws.

Section 7.3 Review of Game Assignments.

(A) After the Secretary-Treasurer has compiled all game assignments, these assignments will be reviewed by the Evaluation Committee. This Committee will determine if the assignments have been made in a fair and equitable manner based upon each official's experience and abilities. Then, and only then, will the assignments be mailed to the officials.

(B) If upon receipt of their assignments from the Secretary, a Member is dissatisfied with their schedule the Member may

First Appeal to the Evaluation Committee. Their appeal shall be based upon their ability, experience, rules knowledge, coaches' requests, and previous season's grades. The Evaluation Committee may mandate the Secretary to adjust the assignments as vacancies occur. If the Committee decides an adjustment is unnecessary, the Member may make a

Second Appeal using the same basis to the Grievance Committee. The Grievance Committee may mandate the Secretary to adjust the assignments as vacancies occur. The Decision of the Grievance Committee shall be final, and there shall be no further appeals.

ARTICLE VIII. NOTICES

Section 8.1 Form and Delivery. Notice to directors and Members shall be in writing and may be delivered personally or by mail or telegram. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, in a post-paid sealed envelope, and addressed to the Director or Member at their address appearing on the records of the Corporation.

Section 8.2 Waiver. Whenever a notice is required to be given by any statute, the Articles of Incorporation and any amendments thereto or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. In addition, any Member attending a meeting of members in person or by Absentee Vote without protesting prior to or at the commencement of the meeting the lack of notice thereof, and any Officer or Director attending a meeting of the Board of Directors without protesting prior to the meeting or at its commencement such lack of notice shall be conclusively deemed to have waived notice of such meeting.

Section 8.3 Special Meetings. Notices of all special meetings of Members shall state the purposes for which meetings are called.

Section 8.4 Adjourned Meeting. No notice shall be necessary for any adjourned meeting, whether of the Members or of the Board of Directors.

ARTICLE IX. ABSENTEE VOTING

Section 9.1 Voting. At all meetings of Members electing Officers and Directors, a Member may vote by Absentee Vote executed in writing by such Member if such Member would be eligible to vote in person but because of circumstances is prevented from attending in person to cast their vote. Absentee Votes may not be used at any other times. Such Absentee Votes shall be filed with the Vote Tabulating Committee before voting is ended and the vote count begins.

Section 9.2 Form. Every Absentee Vote must be executed in writing by the Member and dated. No Absentee Vote shall be valid after the expiration of thirty (30) days from the date thereof. Every Absentee Vote shall be revocable at the pleasure of the Member executing it. An Absentee Vote designating a Member to receive a vote shall apply to the general election, as well as any run-off election unless the Absentee Vote expressly limits or disclaims such election.

ARTICLE X OTHER EMPLOYEES

Section 10.1 Number and Duties. The Corporation shall employ or otherwise procure the services of all persons necessary to carry on the business of the Corporation upon such terms and conditions and at such times and places, with such duties and responsibilities, and for such compensation as may be prescribed by the Board of Directors or as may be in keeping with the procedures and policies adopted by the Board of Directors from time to time.

Section 10.2 Contracts of Employment No contract of employment for services to be rendered to the Corporation shall be of longer duration than one (1) month, unless the contract of employment is in writing. All written contracts of employment shall be in the form prescribed therefore by the Board of Directors and executed by the Officers of the Corporation to whom the authority to execute the contracts has been delegated by the Board of Directors.

Section 10.3 Removal. Any employee or other person whose services are obtained by the Corporation may be removed at any time by the Board of Directors, by any superior officer or by any committee upon which such power of removal is conferred by the By-Laws or by resolution of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE XI. CORPORATE SEAL.

Section 11.1 Design. The Board of Directors shall prescribe a seal for the Corporation which shall have inscribed thereon:

PERMIAN BASIN CHAPTER OF THE SOUTHWEST
FOOTBALL OFFICIALS ASSOCIATION

The Seal may be changed from time to time.

Section 11.2 Custody. The seal of the Corporation shall be in the custody of the Secretary of the Corporation. If and when so directed by the Board of Directors, a duplicate of the corporate seal may be kept and used by the Secretary.

Section 11.3 Use. The Corporate seal, or a printed facsimile thereof, shall be affixed to all instruments, certificates, reports and other documents made and executed for and on behalf of the Corporation when required by law, or by custom or usage, to be so affixed. In all such cases, the corporate seal shall be affixed by the Secretary who shall attest the affixing of the same by his signature. The Secretary may also affix the corporate seal as a part of any certificate made by him concerning any records of the

Corporation. The Board of Directors may give general or specific authority to any other officer or director to affix the seal of the Corporation and to attest the affixing thereof by his signature.

ARTICLE XII ANNUAL STATEMENTS AND RECORDS.

Section 12.1 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 12.2 Annual Report. The Board of Directors shall present at each annual meeting of the Members a full and clear statement of the business, condition and affairs of the Corporation.

Section 12.3 Inspection of Books. The Board of Directors shall determine from time to time whether and, if allowed when and under what conditions and regulations the accounts and books of the Corporation (except such as may be statute of the State of Texas be specifically open to inspection) or any of them shall be open to inspection of the members and the rights of the Members in this respect shall be restricted, governed and limited accordingly.

Section 12.4 Records Preserved The Secretary shall maintain all records of the Corporation, including, but not limited to, Minutes of Board and Corporation's Membership meetings, reports and financial records for at least seven (7) years.

ARTICLE XIII. RESIGNATIONS.

Section 13.1 Power to Resign. Any Director or Officer of the Corporation may resign his office at any time.

Section 13.2 Form of Resignation. The resignation of an Officer or Director shall be in writing. The resignation shall take effect from the time of its receipt by the Corporation, unless it is stated therein to take effect at some other time. The formal acceptance of a resignation shall not be required to make it effective.

ARTICLE XIV AMENDMENTS TO BY LAWS.

Section 14.1 Power to Amend. These By-Laws may be altered, amended or repealed, or new By-Laws adopted, by the affirmative vote of three-fourths (3/4) of the Members.

Section 14.2 Notice of Proposed Amendments. Notice of any proposed Amendment shall be given to each Member and the

Secretary at least ten (10) days prior to meeting at which vote on the Amendment is to be taken.

ATTESTED on September 17, 1991, but effective as of September 3, 1991 as the By-Laws of the Permian Basin Chapter of the Southwest Football Officials Association with Amendments adopted October 1, 1991, October 17, 1995, and November 2, 1998.

Secretary

APPENDIX

This Appendix to the By-Laws includes all rules, regulations, and By-Laws of SFOA, and its successor, as well as all interpretations, policies and procedures of SFOA, and its successor, including, without limitation:

- 1) Incident Reporting Procedures;
- 2) Solicitation of Game and Matches Policy;
- 3) Conflict of Interest Policy;
- 4) Due Process Policy; and
- 5) Standards of Conduct and Code of Ethics Policy.