

## TNWPOA By-Laws

### ARTICLE I - Name, Territory, & Authority

#### A. Name

The name of this organization shall be the Tennessee Water Polo Officials Association and may hereafter be referred to as TNWPOA.

#### B. Territory

The geographic territory of TNWPOA is the state of Tennessee.

#### C. Authority

TNWPOA shall have jurisdiction over the enforcing of water polo rules for all approved NFHS water polo events.

### ARTICLE II - Purposes & Objectives

#### A. Purpose

To recruit, train, develop, and promote growth of water polo officials within the state of Tennessee.

#### B. Objectives

1. To establish TNWPOA as the premier representative of technical officials to all NFHS bodies approving the sport of water polo in Tennessee.
2. To coordinate and promote the recruitment, training, certification, and rating of TNWPOA officials.
3. To coordinate and/or assign qualified officials for specified levels of competition.
4. To assure that the members of the organization are fairly compensated for their services.

The foregoing statements of the purposes and objectives of TNWPOA are not intended as a limitation of the general purposes and objectives as set forth in these by-laws.

### ARTICLE III - Structure

#### A. TNWPOA shall be made up of three (3) regions:

West - Memphis and Jackson

Central - Middle Tennessee

East - Knoxville and Chattanooga

#### B. Each member shall be assigned to a region at the discretion of the Board of Directors. Members from each region shall elect a director to represent that region on the Board of Directors. Region directors shall serve a term of three (3) years, with elections alternating between regions each year as outlined in ARTICLE III-A.

### ARTICLE IV - Membership

#### A. Each member of TNWPOA shall be those individuals who are current with registration, certification, and dues as set forth in the Policies and Procedures.

- B. Members of TNWPOA may vote in association meetings and/or elections provided he/she is a member in good standing for at least the previous three months preceding the vote.
- C. A member in good standing is defined as a member who is not under any sanction.
- D. Only certified TNWPOA members may be assigned to officiate water polo events under the assignment authority of TNWPOA. The TNWPOA Board of Directors is the only body that may approve assignment of other qualified, non-member officials to further the purposes and objectives of TNWPOA for urgent events such as personnel shortage. In this circumstance, Board approval requires unanimous consent.

#### ARTICLE V - Board of Directors

- A. The number of members on the Board of Directors will be at least four (4) and at most seven (7).
- B. The Board of Directors will consist of the officers specified in ARTICLE VI and the Region Directors specified in ARTICLE III of these by-laws.
- C. All decisions of the Board of Directors shall require approval by a majority of the membership of the Board present at any scheduled or special meeting, provided a quorum is established (see ARTICLE VIII). Communication of such decisions or any other such matters of policy or philosophy regarding TNWPOA shall be the responsibility of the President, who may delegate this responsibility on specific issues. All communication shall be conducted in an honest, open, and timely manner consistent with the purpose and objectives of TNWPOA.
- D. Power and Duties:
  - 1. Has final responsibility to ensure that TNWPOA is working towards its purpose and objectives.
  - 2. May create other positions and appoint standing committees as it deems necessary to conduct TNWPOA business.
  - 3. Shall create such Policies and Procedures as necessary to conduct TNWPOA business. Policies and Procedures shall be reviewed at least annually.
  - 4. To act as the official liaison between officials and governing organizations to which TNWPOA assigns officials.

#### ARTICLE VI - Officers

- A. Officers possess one vote on matters before the Board of Directors and shall perform other duties as assigned by the President and/or the Board of Directors.
- B. A person may not occupy two officer positions at once. A regional director is not considered an officer for this restriction.
- C. The elected officers of TNWPOA shall consist of the President, Vice-President, Treasurer, and Secretary.
  - 1. President
    - i. Coordinates and sets the agenda for TNWPOA special meetings and Board of Directors meetings.

- ii. Acts in behalf of TNWPOA, enforcing its by-laws and carrying out its policies.
    - iii. Makes recommendations to the Board of Directors.
    - iv. Reports to the membership at each special meeting.
    - v. Appoints committees as necessary to assist the Board of Directors in its work.
  - 2. Vice President
    - i. Assumes the responsibilities of the President in his/her absence, on resignation or removal.
    - ii. Performs other duties as assigned by the President or the Board of Directors.
  - 3. Treasurer
    - i. Keeps records of all income and expenses of TNWPOA.
    - ii. Deposits funds and issues checks as authorized and approved by the President or the Board of Directors.
    - iii. Makes financial reports at all meetings of the Board of Directors or by request of any Director.
  - 4. Secretary
    - i. Sends notice of TNWPOA Board of Directors meetings and their agendas to all parties who express interest.
    - ii. Sends notice of TNWPOA to all members as listed in the TNWPOA membership records, no less than fourteen (14) days prior to the meeting.
    - iii. Assists the President in the preparation of the agenda for Directors and special meetings
    - iv. Maintains minutes of Board and special meetings and sends copies to all Board members within fourteen (14) days of each meeting's adjournment.
    - v. Maintains any and all correspondence, such as letters, requests, disciplinary reports, mediation, and complaints.
- D. The term length of each elected officer shall be two years. The offices of President and Secretary shall be elected on even numbered years. The offices of Vice-President and Treasurer shall be elected on odd numbered years.
- E. Removal of Officers
- 1. An officer of TNWPOA may be removed from office by a two-thirds vote of the remaining members for failing to perform the duties of the office.
  - 2. Any officer who forfeits membership in TNWPOA or has membership revoked shall forfeit the office.
  - 3. Any vacated office (excluding the President) shall be filled for the remainder of the term by nomination of the President and majority vote of the Board of Directors.

## ARTICLE VII - Elections

#### A. General Elections

1. Elections for officers shall be conducted no later than June 30 each year. These elections may be held at a special meeting or by electronic means.
2. Each member in good standing shall have one vote.
3. The candidate for each office receiving a majority of the votes cast shall be elected. If more than two candidates run for an office and no one receives a majority vote, then the two highest recipients of the votes cast shall vie in a run-off. If the run-off ends in a tie, then the Board of Directors shall determine the manner in which the tie is to be broken.

#### B. Regional Elections

1. Elections for region directors shall be conducted no later than June 30 every year. Only one region directorship may be elected each year, with the region holding the election to rotate annually. The annual election order shall be West, Central, East.
2. Each member in good standing in a particular region shall have one vote in that regional election.
3. The candidate for the director position receiving a majority of the votes cast shall be elected. If more than two candidates run for director and no one receives a majority vote, then the two highest recipients of the votes cast shall vie in a run-off. If the run-off ends in a tie, then the Board of Directors shall determine the manner in which the tie is to be broken.

#### C. Inspector(s) of Elections

1. The Board of Directors shall appoint a member in good standing not running for a position in that election as the Inspector of Elections.
2. The inspector shall:
  - i. Determine the number of Voting Members outstanding and the voting power of each;
  - ii. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
  - iii. Determine when the polls shall close;
  - iv. Receive votes, count and tabulate all votes, determine the result, and do such acts as may be proper to conduct the election or vote with fairness;
  - v. Perform duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

### ARTICLE VIII - Meetings

#### A. Board of Directors Meetings

1. The Board of Directors shall meet as necessary to conduct the business of TNWPOA.
2. Attendance of all regional directors and one officer shall constitute a quorum.
3. Meetings shall be open to all interested parties unless closed by majority vote of the Board of Directors.

## B. Special Meetings

1. Special meetings may be called as necessary by majority vote of the Board of Directors. Notice of such meetings shall go to all TNWPOA members in good standing, no less than fourteen (14) days in advance of the meeting. Those members present at a properly noticed meeting shall constitute a quorum.
2. Members who vote by electronic means prior to the start of the meeting shall be considered present for quorum purposes.

## ARTICLE IX - Amendments

Amendments to these by-laws may be approved by a two-thirds vote of the general membership voting in a special meeting. Amendments must be proposed in writing to the membership at least thirty (30) calendar days prior to the vote.

## ARTICLE X - Dissolution

TNWPOA may be dissolved by a two-thirds vote of the general membership at a special meeting. In the event of dissolution, all funds remaining after payment of outstanding debts shall be distributed at the discretion of the Board.

## Appendix - Definitions

majority - greater than 50%, unless specified otherwise

NFHS - National Federation of State High School Associations

TISCA - Tennessee Interscholastic Swim Coaches Association

TNWPOA - Tennessee Water Polo Officials Association