Articles of Incorporation

ARTICLE ONE

The undersigned, Leonard A. Abrams, 112 Doncaster Road, Joppa, MD 21085 and Mr. Gregory Thomas, 4 Spring House Court, Rising Sun, MD 21911, all being at least eighteen (18) years, of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a non-stock corporation by the execution and filing of these articles.

ARTICLE TWO

The name of the corporation (which is hereinafter referred to as the "Corporation") is: THE NORTH-EASTERN MARYLAND OFFICIALS ASSOCIATION, INC. and may be designated herein as "NEMOA" or "The Corporation."

ARTICLE THREE

The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

To be a nonprofit unincorporated Corporation of amateur sports officials who are and shall be independent contractors for their officiating services;

To unite all amateur sports officials within the Northeastern area of Maryland (Harford County, surrounding counties) and surrounding states for the purposes of collectively bargaining or negotiating with the representative school and/or Recreational Boards for whom the officials perform services;

To act as assigning and collecting agent for its constituent officials;

To promote the welfare of amateur sports, and participants therein;

To maintain the highest standard of officiating through periodic training, rules interpretation and group assessments;

To encourage the spirit of fair play and sportsmanship among players, coaches and spectator;

To cooperate with all organizations officially connected with each amateur sport concerned in furthering its interest and ideals;

To engage in any and every kind of business related to officiating services and the promotion of amateur sports;

To buy, sell, and generally carry on the business of officiating services;

To purchase, sell or otherwise deal in all supplies and other materials customarily sold or dealt with in conjunction with the aforesaid businesses;

To lease, purchase, sell, and otherwise deal in all machinery, machines, tools, implements, apparatus, equipment and appliances of every kind used in conjunction with the business carried on by the Corporation;

To purchase, own, hold, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of property both real and personal of every class and description, or any interest therein, necessary or desirable for the carrying on of the aforesaid businesses of the Corporation;

To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas and the like, which may seem capable of being used for any of the purposes of the Corporation;

To use, exercise, develop, grant licenses, sell or otherwise turn to account the same; and,

To purchase or otherwise acquire, and to hold, sell or otherwise dispose of and to retire or reissue, membership in any manner now or hereafter authorized or permitted by law.

The business transactions, which the Corporation is to carry on, shall be subject to the laws and statutes of each State, and the District of Columbia, in which the same may be transacted or its property may be located.

The foregoing clauses shall be construed-as purposes, objects, and powers, and except as otherwise expressly provided, the matters expressed in each clause shall be in no ways limited by reference to, or inference from the terms of any other clause (or any other matter within the same clause) but shall be regarded as independent purposes, objects and powers and the enumeration of specific purposes objects and powers shall not be construed to limit or restrict in any manner the meaning of the general items or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

The Corporation shall have all powers, rights and privileges allowed to corporation under the laws of the State of Maryland, specifically section 2-103, et seq. of Corporations and Associations Article of the Annotated Code of Maryland or successor statutes, and Judicial Proceedings Article of said code, or successor statues, which statutes are incorporated herein by reference.

The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law.

ARTICLE FOUR

The post office address of the principal office of the Corporation in this State is Box 25 Bel Air, Maryland 21014. The name of the resident agent of the Corporation in this state is Treasurer, NEMOA. Said resident agent is a citizen of the State and actually resides herein.

ARTICLE FIVE

The Corporation is a non-stock corporation and has no authority to issue shares. Membership in the corporation shall be open to any persons without regard to race, sex, religion or national origin, and who are interested in promoting amateur athletics and the purposes and functions of the Corporation. Members of this Corporation shall consist of those duly elected to membership according to the by-laws and shall be classified as follows:

A. Active. Active members are those men and women, in good standing, who are currently officiating and who have met and continue to meet all required qualifications for membership as listed in the by-laws.

B. Inactive. Inactive members are those persons in good standing and not currently officiating but who desire to be affiliated with the Corporation for the purpose of furthering the best interest of officiating and sports in the community.

C. Probationary. Probationary members are:

(1) Those who have made application for membership in the Corporation and who have not yet fulfilled all requirements for members as in the by-laws; or

(2) Active members who have failed to continue to meet membership requirements.

Membership may be suspended, expelled or changed from active status by:

(a) written resignation;

(b) written request for inactive status or retirement;

(c) act of the Corporation, the Executive Board, or the Grievance Committee, in accordance with the By-laws.

"Good Standing" shall mean: current in dues payments and fulfillment of assignments and not under probation and suspension.

ARTICLE SIX

Each active member of the Corporation is entitled to one (1) vote. An excused active member may vote by written proxy as provided in the by-laws. The President shall have no vote except when votes on any issue or for any office are equally divided. At such time, he will be required to cast a ballot to break the tie. Probationary and inactive members are eligible to attend all meetings. They shall not have the power to vote (except for dissolution of NEMOA) or to hold office. Unless otherwise provided in the bylaws, a Quorum at an annual or special meeting shall consist of Forty Percent (40%) of the active membership. Unless otherwise provided in the by-laws, all votes shall be by simple majority (50% + 1) of the active members present and voting at any meeting, after a Quorum has been reached. A secret (written) ballot shall be used for election of officers, and may be requested on any other vote by three (3) active members, in which event it shall be mandatory. Write-in or mail-in ballots may be authorized in the by-laws for any election or vote (except dissolution).

ARTICLE SEVEN

The officers of this Corporation shall be:

A. President.

B. Vice-president.

C. Vice-president for Each Sport.

D. Secretary.

E. Treasurer.

The term of officers shall be determined as set forth in the By-laws, but shall be for no less than one (1) fiscal year. Officers shall be elected at the annual membership meeting, unless otherwise specified by the By-laws. The duties, functions and privileges the officers shall be set forth in the Bylaws. Any two-officer functions (except President and Treasurer and/or Secretary) may be held and performed by one person.

ARTICLE EIGHT

The Corporation shall have an Executive Board (of Directors), a Grievance Committee and such other Boards or Committees established by the Executive Board and/or membership in accordance with the By-laws. The Executive Board shall be composed of those officers stated in Article Seven. The Executive Board, under the direction of the President, shall conduct all business pertaining to the Corporation which may come up for action between annual membership meetings under the dictates and mandates of this Articles of Incorporation and the Corporation By-laws. In matters of policy, the Corporation must approve Board determinations. Voting members of the Executive Board shall include the Vice President, Treasurer and each Vice-President-Sport. Any member of the Executive Board may propose a motion, which, if seconded, shall be voted upon, unless withdrawn.

 All Executive Board votes shall be by simple affirmative majority (50% +1) of those present and voting, after a Quorum, has been reached, except (a) through (e) below, all of which shall require a 2/3 affirmative vote.

A. Approval of fee schedules;

B. Expulsion of a Member;

C. Impeachment of a Board Member

D. Proposed Amendment to Articles of Incorporation or to by-laws; and

E. Proposed Dissolution.

An Executive Board Quorum shall consist of four (4) voting members, at least one of who shall be the President or Vice-President.

ARTICLE NINE

Each membership applicant shall pay an initial fee which shall be set forth in the by-laws; but such fee shall be payable only once regardless of the number of sports the applicant officiates. Each member shall be annually assessed a general fee plus such individual Sport dues and fees as may be set forth in the by-laws.

ARTICLE TEN

The Corporation may hold status and act as an Executive Board for any sport wherein national, State or international board status is applicable. Any article of this Constitution and by-laws in conflict with the Constitution or by-laws of State, national or international boards shall be deemed superseded by the same NEMOA acts for these State, national or international boards.

Nothing in this Constitution shall prevent NEMOA assigning, or its member officials officiating event, in any area in or out of Harford County, or the State of Maryland, by invitation of any school, board, league or Corporation.

ARTICLE ELEVEN

A two-thirds (2/3) favorable vote of active members present at a meeting at which a Quorum has been determined shall be required in order to amend the Articles of Incorporation.

The members of the Executive Board are authorized to review and act on amendments to the Articles of Incorporation and By Laws, which has been submitted and signed three (3) members of the Association.

ARTICLE TWELVE

The Corporation may be dissolved by:

A. 2/3 affirmative vote of the total membership (active, inactive and probationary) present and voting at a meeting called for such purposes; regardless of Quorum, if written notice of such meeting and purpose is given to each such member at least seven (7) calendar days prior to said meeting date; or,

B. A simple affirmative majority vote of the total membership (as in a above) present and voting at a meeting, and after notice as above, if the total membership ever be less than twenty-five (25); or,

C. A declaration of bankruptcy filed by the Executive Board.

ARTICLE THIRTEEN

The power to adopt, alter or repeal the by-laws, subsequent to the first annual meeting, or organizational meeting, rests with the Executive Board.

ARTICLE FOURTEEN

The duration of the Corporation shall be perpetual.

AS AMENDED 15 March 2017