



NATIONAL FEDERATION
OF MIDDLE SCHOOL SPORTS
NFMSS

COMPLETE LEGAL & GOVERNANCE PACKET

National Federation of Middle School Sports (NFMSS)
Owned & Managed by In Time of Need Incorporated

The authoritative governance, policy, and legal framework governing all NFMSS member schools, officers, and participants

Owner In Time of Need Inc.	Trademark USPTO Registered	Tax Status 501(c)(3) Nonprofit	Chairman / CEO Dorian Williams
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PREAMBLE

This Complete Legal & Governance Packet constitutes the unified legal, policy, and operational framework of the National Federation of Middle School Sports (NFMSS). NFMSS is owned and managed by In Time of Need Incorporated, a 501(c)(3) nonprofit organization. The name 'National Federation of Middle School Sports' and the abbreviation 'NFMSS' are registered trademarks of In Time of Need Incorporated, registered with the United States Patent and Trademark Office (USPTO).

All governance authority over NFMSS flows from In Time of Need Incorporated. The Board of Directors of In Time of Need Incorporated serves as the managing board of NFMSS. NFMSS does not maintain its own independent Board of Directors. Instead, NFMSS operates under an Executive

Advisory Committee (EAC), whose role is strictly advisory in nature. The EAC provides guidance, recommendations, and subject-matter expertise to support NFMSS operations, but does not hold governing authority over NFMSS.

Dorian Williams, the founder of In Time of Need Incorporated, serves as Chairman of the Board and CEO/President of In Time of Need Incorporated, and as Chairperson of the NFMSS Executive Advisory Committee. These positions are perpetual and may not be revoked, terminated, or diminished by any vote, resolution, or action of the Executive Advisory Committee, the membership, or any subordinate body of NFMSS.

All supplemental handbooks, policies, and regulations issued by NFMSS must be consistent with and subordinate to this Packet and to the governing documents of In Time of Need Incorporated. Participation in any NFMSS program or event constitutes full acceptance of all terms contained herein.

FOUNDATIONAL NOTICE: *NFMSS is not an independently governed organization. It is owned and operated by In Time of Need Incorporated. All ultimate authority resides with In Time of Need Incorporated and its Board of Directors, led by founder and Chairman/CEO Dorian Williams.*

SECTION I — OWNERSHIP, TRADEMARK & ORGANIZATIONAL IDENTITY

1.1 Ownership by In Time of Need Incorporated

The National Federation of Middle School Sports (NFMSS) is wholly owned and managed by In Time of Need Incorporated, a nonprofit corporation organized under applicable state law and recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code. NFMSS is a program, initiative, and operational platform of In Time of Need Incorporated and is not a separately incorporated legal entity.

All assets, revenues, liabilities, contracts, and obligations of NFMSS belong to and are managed by In Time of Need Incorporated. No person, committee, or body associated with NFMSS may enter into binding legal obligations on behalf of NFMSS without the authorization of In Time of Need Incorporated through its Chairman/CEO or its Board of Directors.

1.2 USPTO Trademark Registration

The name 'National Federation of Middle School Sports,' the abbreviation 'NFMSS,' and all associated logos, marks, and branding elements are registered trademarks of In Time of Need Incorporated, registered with the United States Patent and Trademark Office (USPTO). Unauthorized use of any NFMSS trademark — including by former member schools, vendors, or individuals — constitutes trademark infringement and will be pursued through all available legal remedies.

Member schools are granted a limited, non-exclusive, non-transferable license to use the NFMSS name and approved marks solely in connection with their active membership and participation in NFMSS-sanctioned activities. This license terminates automatically upon expiration, suspension, or revocation of membership and does not survive in any form thereafter.

1.3 Founder & Perpetual Leadership

In Time of Need Incorporated was founded by Dorian Williams, who holds the following positions on a perpetual basis:

Position	Organization / Body
Chairman of the Board (Perpetual — cannot be revoked)	In Time of Need Incorporated
CEO / President (Perpetual — cannot be revoked)	In Time of Need Incorporated
Chairperson, Executive Advisory Committee (Perpetual — cannot be removed by EAC)	NFMSS Executive Advisory Committee

These positions were established by Dorian Williams as founder of In Time of Need Incorporated and are embedded in the foundational governance structure of both In Time of Need Incorporated and NFMSS. No vote, resolution, petition, or action by any committee, member school, advisory body, officer, or other party has the authority to alter, suspend, or terminate these positions.

PERPETUAL AUTHORITY NOTICE: *The positions of Chairman of the Board, CEO/President of In Time of Need Incorporated, and Chairperson of the NFMSS Executive Advisory Committee are held perpetually by Dorian Williams. These are founder-designated, permanent positions. No body associated with NFMSS or In Time of Need Incorporated — including the Executive Advisory Committee — holds any authority to remove, override, or restrict the authority of Dorian Williams in any of these capacities.*

Non-Affiliation and Trademark Notice

The National Federation of Middle School SportsSM, also known as NFMSSSM, is an independent organization serving middle school athletics, student-athletes, schools, athletic directors, coaches, officials, parents, and communities.

NFMSS is not affiliated with, sponsored by, endorsed by, operated by, or officially connected to the National Federation of State High School Associations, NFHS, any NFHS member state association, or any other third-party athletic organization unless such relationship is expressly stated in a written agreement or formal public announcement by NFMSS.

The names National Federation of Middle School SportsSM and NFMSSSM, along with NFMSS logos, programs, championship names, event titles, publications, digital platforms, and related brand assets, are owned, used, or claimed by The National Federation of Middle School Sports and may not be used without prior written permission.

Non-Affiliation and Trademark Notice

All third-party names, logos, trademarks, service marks, and organization names are the property of their respective owners. Any reference to a third party is for informational or identification purposes only and does not imply endorsement, sponsorship, affiliation, authorization, or partnership. NFMSS reserves all rights to protect and enforce its name, marks, materials, content, and brand identity.

SECTION II — ARTICLES OF INCORPORATION

The Articles of Incorporation of In Time of Need Incorporated represent the foundational legal charter of the parent organization that owns and operates NFMSS. These Articles establish In Time of Need Incorporated as a 501(c)(3) nonprofit corporation and define the legal basis for NFMSS's existence as a program and registered trademark of that organization.

2.1 Legal Standing

The Articles of Incorporation of In Time of Need Incorporated are the supreme governing instrument over NFMSS. No bylaw, EAC resolution, or NFMSS policy may authorize any activity inconsistent with those Articles or with In Time of Need Incorporated's obligations as a 501(c)(3) exempt organization.

2.2 Key Provisions Governing NFMSS

- Corporate Name — In Time of Need Incorporated; operating NFMSS as a registered trademark program
- Exempt Purpose — Organized exclusively for charitable and educational purposes per IRC §501(c)(3)
- Nonprofit Status — No private inurement; no distribution of net earnings to insiders
- Governance — In Time of Need Incorporated Board of Directors manages all NFMSS affairs
- Trademark — NFMSS name and marks registered with USPTO under In Time of Need Incorporated
- Founder Authority — Dorian Williams holds perpetual Chairman/CEO/President position per founding documents
- Dissolution — Assets distributed to qualifying 501(c)(3) organizations or government entities
- Indemnification — Officers and agents indemnified to fullest extent permitted by law

IMPORTANT: *In the event of any conflict between the Articles of Incorporation of In Time of Need Incorporated and any provision of this Packet, the Articles of Incorporation shall control without exception.*

SECTION III — BYLAWS

ARTICLE I — NAME, OWNERSHIP & PURPOSE

1.1 Official Name & Trademark

The organization shall be known as the National Federation of Middle School Sports (NFMSS). NFMSS is a registered trademark of In Time of Need Incorporated, registered with the United States Patent and Trademark Office (USPTO). The NFMSS name, abbreviation, logo, and all associated marks are the exclusive intellectual property of In Time of Need Incorporated and may not be used without express written authorization.

1.2 Ownership Structure

NFMSS is wholly owned and managed by In Time of Need Incorporated, a 501(c)(3) nonprofit organization. NFMSS is not a separately incorporated entity. It operates as a program and branded platform of In Time of Need Incorporated, governed by that organization's Board of Directors under the perpetual leadership of founder Dorian Williams.

1.3 Mission & Purpose

NFMSS is established to promote, support, and regulate middle school athletics for students in grades 6 through 8 across the United States, consistent with the charitable and educational mission of In Time of Need Incorporated. NFMSS shall:

- Establish and enforce uniform standards for competition, eligibility, safety, and conduct
- Provide sanctioning, oversight, and governance for interscholastic athletic events
- Support athletic administrators, coaches, and officials through professional development
- Recognize and celebrate student-athlete achievement, character, and academic excellence
- Advocate for equitable access to athletic opportunity for all middle school students

ARTICLE II — MEMBERSHIP

2.1 Eligibility

Membership in NFMSS is open to any accredited middle school or educational institution serving students in grades 6 through 8 that completes the full registration process and meets all NFMSS requirements established by In Time of Need Incorporated. Schools serving broader grade ranges may apply for membership with respect to their middle school program only.

2.2 Registration Requirements

1. Complete and submit the official NFMSS School Registration Form, signed by the school's principal or head administrator
2. Designate a qualified Athletic Director as the school's primary NFMSS compliance contact

3. Pay all applicable membership dues and registration fees in full by the stated deadline
4. Agree in writing to be bound by all NFMSS bylaws, policies, and the Official Compliance Handbook
5. Submit documentation confirming the school's current accreditation status
6. Receive written confirmation of membership approval from the NFMSS Executive Director or Chairperson

2.3 Membership Classes

Membership Class	Eligible Entities	Voting Rights	Annual Fee
Full Member School	Accredited middle schools	Yes — 1 vote per school	As set by In Time of Need Inc. Board
Associate Member	Non-accredited / provisional schools	No voting rights	Reduced rate
Affiliate Member	Educational orgs & nonprofits	Advisory only	As set by Board
Honorary Member	Distinguished contributors	No voting rights	Waived
Founding Member	Charter member schools	Yes — enhanced standing	Grandfathered rate

2.4 Membership in Good Standing

A member school is in good standing when it has paid all dues on time, submitted all required documentation, has no active suspensions or unresolved violations, and maintains a current Athletic Director on file with NFMSS. Only schools in good standing may participate in sanctioned events and access NFMSS resources.

ARTICLE III — GOVERNANCE STRUCTURE

3.1 Supreme Authority — In Time of Need Incorporated

All ultimate governance authority over NFMSS resides with In Time of Need Incorporated and its Board of Directors. The Board of Directors of In Time of Need Incorporated is the managing board of NFMSS. NFMSS does not have its own independent Board of Directors. All governance decisions of consequence — including amendments to these bylaws, changes to membership policy, financial oversight, and disciplinary appeals — are the province of In Time of Need Incorporated and its leadership.

3.2 Perpetual Leadership — Dorian Williams

Dorian Williams, founder of In Time of Need Incorporated, holds the following positions on a permanent, perpetual basis that cannot be altered, suspended, or terminated by any vote, resolution, or action of any body associated with NFMSS or In Time of Need Incorporated:

- Chairman of the Board — In Time of Need Incorporated
- CEO / President — In Time of Need Incorporated
- Chairperson — NFMSS Executive Advisory Committee

The authority of Dorian Williams in each of these capacities is perpetual and derives from his role as founder of In Time of Need Incorporated. No committee, membership body, advisory group, officer, or external party holds any power to remove, restrict, or override that authority in any respect.

3.3 NFMSS Executive Advisory Committee (EAC)

NFMSS operates under an Executive Advisory Committee (EAC). The EAC's role is strictly advisory — it exists to provide expert guidance, perspectives, and recommendations to support the Chairperson and NFMSS operations. The EAC does not hold governing authority over NFMSS. Its recommendations are advisory in nature and do not bind the Chairperson, the CEO/President, or In Time of Need Incorporated's Board of Directors.

3.4 EAC Composition & Roles

EAC Role	Function	Voting Rights	Appointment / Removal	Term
Chairperson	Leads EAC; sets agenda; holds final advisory authority	No vote in EAC; sole executive authority	Perpetual — cannot be removed by EAC	Indefinite
Vice Chairperson	Supports Chairperson; coordinates EAC operations	Advisory vote only	Appointed by Chairperson	2 years, renewable
At-Large Member	Subject matter expertise (athletics, law, finance, education)	Advisory vote only	Appointed by Chairperson	2 years, renewable
Athletic Director Representative	Voice of member school ADs within EAC	Advisory vote only	Appointed by Chairperson	2 years, renewable

EAC Role	Function	Voting Rights	Appointment / Removal	Term
Community Representative	Stakeholder perspective; parent/community voice	Advisory vote only	Appointed by Chairperson	2 years, renewable

3.5 EAC Authority & Limitations

The Executive Advisory Committee operates within the following clearly defined boundaries:

- The EAC may make recommendations on NFMSS programs, policies, member relations, and competitive standards — but all final decisions rest with the Chairperson or the In Time of Need Incorporated Board of Directors
- The EAC has no authority to remove, censure, or restrict the Chairperson (Dorian Williams) in any capacity. The Chairperson's position is perpetual and immune from EAC action
- The EAC has no authority to amend these bylaws, enter into contracts on behalf of NFMSS, commit financial resources, or take any binding action without express authorization from the Chairperson or In Time of Need Incorporated Board
- EAC members serve at the pleasure of the Chairperson and may be appointed or removed by the Chairperson at any time
- Any EAC member who acts beyond their advisory authority or in a manner contrary to the direction of the Chairperson may be removed from the EAC immediately

3.6 In Time of Need Incorporated Board Responsibilities

The Board of Directors of In Time of Need Incorporated, as the managing board of NFMSS, holds the following governance responsibilities with respect to NFMSS:

- Strategic Oversight — Establish the long-term vision and strategic priorities of NFMSS in alignment with In Time of Need Incorporated's mission
- Policy Approval — Adopt, amend, and oversee all NFMSS governance documents and operational standards
- Financial Accountability — Approve the NFMSS annual budget, review financial reports, and ensure proper fiscal controls
- Compliance — Ensure NFMSS operates in full compliance with federal and state law and maintains In Time of Need Incorporated's 501(c)(3) tax-exempt status
- Trademark Protection — Protect and enforce In Time of Need Incorporated's USPTO-registered NFMSS trademarks

3.7 Governance Summary

Role	Entity	Primary Function	Term / Tenure
Chairman of the Board	In Time of Need Inc.	Supreme governance authority over NFMSS and In Time of Need Inc.	Perpetual — Dorian Williams
CEO / President	In Time of Need Inc.	Executive leadership of In Time of Need Inc. and NFMSS operations	Perpetual — Dorian Williams
Board of Directors	In Time of Need Inc.	Manages and governs NFMSS on behalf of In Time of Need Inc.	Per In Time of Need Inc. bylaws
Chairperson, Executive Advisory Committee	NFMSS	Leads the EAC; final advisory authority; cannot be removed by EAC	Perpetual — Dorian Williams
Executive Advisory Committee Members	NFMSS	Provide expert guidance and recommendations — advisory role only	As appointed by Chairperson
Treasurer	In Time of Need Inc. / NFMSS	Financial oversight and reporting	As appointed by Chairman
Secretary	In Time of Need Inc. / NFMSS	Records, compliance filings, official minutes	As appointed by Chairman

ARTICLE IV — OFFICERS

4.1 CEO / President — Perpetual Position

The CEO/President of In Time of Need Incorporated is Dorian Williams. This position is perpetual, established at the founding of In Time of Need Incorporated, and cannot be removed, suspended, altered, or transferred by any vote, resolution, or action of any board, committee, or membership body. The CEO/President holds ultimate executive authority over all NFMSS operations and programs.

PERPETUAL POSITION: *The CEO/President of In Time of Need Incorporated is a perpetual founder position held by Dorian Williams. No board, committee, membership vote, or any other action by any party associated with NFMSS or In Time of Need Incorporated can remove or override this authority.*

4.2 Additional Officers

In Time of Need Incorporated may designate additional officers to support NFMSS operations, including but not limited to:

- Treasurer — Oversees all financial operations; prepares and presents financial reports; ensures timely filing of tax returns and compliance with financial controls; co-signs all significant financial transactions. Appointed by the Chairman/CEO.

- Secretary — Maintains official records and minutes of all Board and EAC meetings; ensures proper notice of meetings; manages corporate filings and compliance documentation. Appointed by the Chairman/CEO.
- Executive Director (Operational) — If designated, manages day-to-day NFMSS operations under the direct authority of the CEO/President. Serves at the pleasure of the CEO/President and may be appointed or removed at any time by the CEO/President.

4.3 Officer Conduct

All officers must comply fully with NFMSS's Conflict of Interest Policy and conduct themselves in a manner consistent with the mission and values of In Time of Need Incorporated. Officers who act contrary to the direction of the Chairman/CEO, engage in misconduct, or act in a manner detrimental to NFMSS or In Time of Need Incorporated may be removed by the Chairman/CEO at any time.

ARTICLE V — MEETINGS

5.1 In Time of Need Incorporated Board Meetings

The Board of Directors of In Time of Need Incorporated shall meet no fewer than four (4) times per calendar year to address matters related to NFMSS governance, financial oversight, and strategic direction. At least one (1) meeting per year must be conducted in person. The Chairman (Dorian Williams) presides over all Board meetings.

5.2 NFMSS Executive Advisory Committee Meetings

The Executive Advisory Committee shall meet no fewer than four (4) times per calendar year, at times and in formats determined by the Chairperson (Dorian Williams). The Chairperson sets the agenda for all EAC meetings and may add, remove, or table any agenda item at their discretion. EAC meetings are deliberative and advisory — no binding action may be taken at an EAC meeting without authorization from the Chairperson or the In Time of Need Incorporated Board.

5.3 Annual Member School Meeting

NFMSS shall host at least one Annual Member School Meeting per calendar year, open to all member schools in good standing. The Chairperson (Dorian Williams) or their designated representative shall preside. The purpose of this meeting includes reporting on NFMSS programs and finances, presenting proposed policy updates, recognizing member school achievements, and facilitating member school input to the Chairperson and EAC.

ARTICLE VI — VOTING & DECISION-MAKING

6.1 In Time of Need Incorporated Board Voting

Each member of In Time of Need Incorporated's Board of Directors shall have one (1) vote on matters brought before the Board, subject to the Chairman/CEO's authority as set forth in the founding documents of In Time of Need Incorporated. Decisions shall be made by a simple majority of those present and voting, unless a higher threshold is required by applicable law or the Articles of Incorporation.

6.2 Executive Advisory Committee — Advisory Recommendations Only

The NFMSS Executive Advisory Committee does not hold voting authority over NFMSS governance. EAC members may express advisory preferences or recommendations by consensus or informal vote, but such expressions are advisory only and do not bind the Chairperson, the CEO/President, or the In Time of Need Incorporated Board. No EAC recommendation takes effect without the affirmative approval of the Chairperson or the In Time of Need Incorporated Board.

6.3 No EAC Vote on Chairperson

The Executive Advisory Committee has no authority to vote on, propose, or take any action regarding the position, tenure, authority, or conduct of the Chairperson (Dorian Williams). The Chairperson's position is perpetual and exists independently of the EAC. Any EAC discussion, motion, or action purporting to address the Chairperson's authority is void and of no effect.

ABSOLUTE RESTRICTION: *The Executive Advisory Committee has zero authority — no vote, no resolution, no recommendation — regarding the removal, restriction, or modification of the Chairperson's role. This restriction is absolute and permanent.*

6.4 Supermajority Requirements — In Time of Need Incorporated Board

The following actions require a two-thirds (2/3) affirmative vote of all sitting Board members of In Time of Need Incorporated:

- Amendment of these NFMSS Bylaws
- Removal of any Board member or officer (other than the Chairman/CEO, whose position is perpetual)
- Approval of a plan of dissolution of In Time of Need Incorporated
- Authorization of any transaction exceeding \$25,000 not included in the approved annual budget
- Any action that would materially alter In Time of Need Incorporated's mission or exempt status

ARTICLE VII — AMENDMENTS TO BYLAWS

7.1 Amendment Authority

These Bylaws may be amended only by the Board of Directors of In Time of Need Incorporated, under the leadership of Chairman/CEO Dorian Williams. The NFMSS Executive Advisory Committee may submit advisory recommendations regarding proposed amendments, but has no authority to adopt, reject, or require amendments to these Bylaws.

7.2 Amendment Process

Step	Action Required	Responsible Party	Timeframe
1	Submit written amendment proposal	Any EAC member or member school	Any time
2	Chairperson reviews and places on EAC agenda	Chairperson (Dorian Williams)	14 days advance notice
3	EAC deliberation and advisory recommendation	Full Executive Advisory Committee	At scheduled meeting
4	Final decision rests with In Time of Need Inc. Board	Board of Directors, In Time of Need Inc.	Within 30 days of EAC recommendation
5	Chairperson notifies member schools	Chairperson / Executive Director	Within 30 days of approval
6	File with State authority (if applicable)	Executive Director / Counsel	Per State law deadline

7.3 Restrictions on Amendments

No amendment to these Bylaws may conflict with the Articles of Incorporation of In Time of Need Incorporated, jeopardize the 501(c)(3) tax-exempt status, authorize private inurement, alter or diminish the perpetual authority of Dorian Williams in any of his positions, or violate applicable state or federal law.

NOTE: *The perpetual nature of Dorian Williams's positions as Chairman, CEO/President, and EAC Chairperson cannot be altered by any bylaw amendment, regardless of the vote margin or the body proposing the amendment.*

SECTION IV — MEMBERSHIP POLICY

4.1 Eligibility Criteria

Membership in NFMSS is available to recognized middle schools — including public, private, charter, and parochial institutions — that serve students in grades 6 through 8 and field school-based athletic teams. All membership decisions are subject to the final authority of the NFMSS Chairperson and the In Time of Need Incorporated Board.

4.2 Fee Structure

NFMSS membership fees are established by In Time of Need Incorporated's Board of Directors and reviewed annually. Fee schedules are communicated to member schools no later than 90 days prior to the fee period. Contact the NFMSS Executive Office for current fee information, multi-year commitment discounts, and hardship waiver availability.

4.3 Member School Responsibilities

- Compliance — Follow all NFMSS rules, bylaws, policies, and the Official Compliance Handbook without exception
- Student Eligibility — Ensure all competing athletes meet NFMSS eligibility requirements
- Supervision — Ensure all athletic activities are conducted under qualified adult supervision
- Sportsmanship — Actively promote fair play, respect, and integrity in all athletic activities
- Reporting — Report any known or suspected violation of NFMSS rules within 24 hours
- Trademark Respect — Use NFMSS name and marks only as authorized; cease all use upon membership termination

4.4 Administrative Head Accountability

The principal, superintendent, or head administrator of each member school bears ultimate institutional accountability for compliance with all NFMSS standards. NFMSS is owned and managed by In Time of Need Incorporated, and all membership agreements are ultimately with that organization.

SECTION V — SANCTIONING POLICY

5.1 Universal Sanctioning Requirement

All athletic events involving NFMSS member schools must be officially sanctioned by NFMSS prior to taking place. Sanctioning authority ultimately rests with In Time of Need Incorporated and the NFMSS Chairperson. No event may proceed without written sanctioning approval.

5.2 Application Requirements

7. Completed NFMSS Sanctioning Application Form
8. Full list of all participating schools with NFMSS member status confirmed
9. Venue address, facility inspection documentation, and emergency access plan
10. Officiating roster confirming NFMSS-certified officials for the sport
11. Medical and first aid coverage plan, including AED availability confirmation
12. Event budget and fee structure
13. Signed acknowledgment of compliance with all NFMSS rules and standards

5.3 Consequences of Non-Compliance

Violation Category	Examples	Minimum Action	Maximum Action	Appeal Right
Administrative	Late roster, missing forms	Written warning	Sanctioning denial	Yes
Eligibility	Ineligible athlete competing	Game forfeiture	Season suspension	Yes
Conduct	Unsportsmanlike behavior	Player removal	School suspension	Yes
Sanctioning	Participating in unsanctioned event	Event forfeiture	Membership suspension	Yes
Financial	Non-payment of dues/fees	Probationary status	Membership revocation	Yes
Repeat Violations	3+ violations in 12 months	Escalated review	Membership revocation	Review by Chairperson

WARNING: It is each Athletic Director's sole responsibility to verify sanctioning status before committing to any event. Verbal assurances do not constitute NFMSS sanctioning approval. Only written approval from the NFMSS Executive Office is valid.

SECTION VI — CODE OF CONDUCT

6.1 Universal Application

The NFMSS Code of Conduct applies to all persons affiliated with NFMSS-sanctioned activities, including student-athletes, coaches, athletic directors, school administrators, officials, volunteers, and spectators acting on behalf of a member school. Conduct violations may be subject to disciplinary review by In Time of Need Incorporated and the NFMSS Chairperson.

6.2 Core Conduct Standards

- Act with Integrity — Be honest, transparent, and accountable in all dealings with NFMSS and In Time of Need Incorporated.
- Promote Sportsmanship — Demonstrate genuine respect for opponents, officials, teammates, and the game at all times.
- Respect All Participants — Treat every individual with dignity and courtesy. Harassment, intimidation, bullying, or discrimination of any kind is strictly prohibited.
- Respect NFMSS Trademarks & Brand — Member schools and their representatives must use NFMSS's name and marks only as authorized and must not make public statements that misrepresent NFMSS's governance, ownership, or leadership.

6.3 Reporting Misconduct

Reports may be submitted through the NFMSS Compliance Portal, by email to compliance@nfmss.org, or via the NFMSS Compliance Hotline. All reports will be reviewed by NFMSS's Compliance Officer and escalated to the Chairperson or In Time of Need Incorporated Board as warranted. Retaliation against any person who makes a good-faith report is a serious violation.

SECTION VII — CONFLICT OF INTEREST POLICY

7.1 Purpose

This policy protects NFMSS and In Time of Need Incorporated when contemplating transactions that might benefit the private interests of an EAC member, officer, or key employee. It supplements, but does not replace, applicable state nonprofit conflict-of-interest laws.

7.2 Persons Covered

This Policy applies to all EAC members, officers, the Executive Director (if appointed), and key employees. It also applies to family members and business associates where their relationship creates a potential conflict.

7.3 Disclosure & Recusal Process

S t e p	Action	Responsible Party	Timing
1	Identify potential conflict	EAC Member / Officer	Before any related recommendation
2	Disclose in writing to Chairperson	Conflicted individual	Immediately upon identification
3	Recuse from discussion and any advisory vote	Conflicted individual	At time of relevant agenda item
4	Document disclosure & recusal in minutes	Secretary	At time of meeting
5	Chairperson confirms EAC quorum without conflicted member	Chairperson (Dorian Williams)	Before proceeding
6	Annual COI disclosure form signed	All EAC members & officers	Each October

7.4 Annual Disclosure

All EAC members and officers must sign an annual Conflict of Interest Disclosure Form each October, listing all potential conflicts that could affect their impartiality. Completed forms must be retained by the Secretary and made available to the Chairperson upon request.

LEGAL NOTE: This policy is designed to satisfy IRS requirements for 501(c)(3) organizations and to protect In Time of Need Incorporated's tax-exempt status. All EAC members and officers are personally responsible for timely disclosure of any conflict.

SECTION VIII — WHISTLEBLOWER POLICY

8.1 Purpose & Commitment

In Time of Need Incorporated and NFMSS are committed to the highest standards of legal and ethical conduct. This policy encourages EAC members, officers, employees, volunteers, and member school representatives to report suspected wrongdoing without fear of retaliation. All good-faith reports will be investigated promptly and thoroughly.

8.2 Protected Disclosures

- Suspected violation of federal, state, or local law applicable to In Time of Need Incorporated or NFMSS
- Misuse, misappropriation, or theft of NFMSS or In Time of Need Incorporated funds or assets

- Falsification of financial records, reports, or official documentation
- Violations of NFMSS bylaws, policies, or the Compliance Handbook
- Conduct that endangers the health, safety, or welfare of student-athletes
- Unauthorized use of NFMSS trademarks or misrepresentation of NFMSS's ownership or governance

8.3 Reporting Channels

- Online — NFMSS Compliance Reporting Portal at www.nfmss.org/compliance
- Email — compliance@nfmss.org
- Phone — NFMSS Compliance Hotline
- Written — Sealed letter addressed to the Chairperson (Dorian Williams) at the NFMSS principal office

8.4 Anti-Retaliation Guarantee

No person shall suffer any adverse action for making a good-faith report under this Policy. Any act of retaliation is itself a serious, independent violation subject to immediate disciplinary action by the Chairperson or In Time of Need Incorporated Board.

SECTION IX — FINANCIAL POLICY

9.1 Fiscal Responsibility

All financial resources of NFMSS are the property of In Time of Need Incorporated and must be used exclusively in furtherance of its charitable and educational mission. No funds may be used for the private benefit of any individual affiliated with NFMSS or In Time of Need Incorporated.

9.2 Financial Internal Controls

Control Area	Policy Requirement	Responsible Party	Review Frequency
Budget Approval	Annual budget approved by In Time of Need Inc. Board	Board of Directors / CEO	Annually
Expense Authorization	All expenses >\$500 require two signatures	Treasurer + CEO/President	Per transaction
Bank Account Access	Dual signatory required on all accounts	Treasurer + Chairman	Ongoing
Financial Reporting	Monthly reports to In Time of Need Inc. Board	Treasurer	Monthly

Control Area	Policy Requirement	Responsible Party	Review Frequency
Annual Review / Audit	Independent financial review required	External Reviewer	Annually
Form 990 Filing	Filed with IRS by statutory deadline	Treasurer / CPA	Annually
Reimbursements	Documented with receipts within 30 days	Treasurer	Per submission
Investment Policy	Approved by In Time of Need Inc. Board	Board of Directors	Annually

9.3 Budget Process

The Executive Director or Treasurer shall prepare a proposed annual operating budget and present it to In Time of Need Incorporated's Board of Directors for approval no later than sixty (60) days before the start of each fiscal year. No expenditure exceeding an approved budget line by more than fifteen percent (15%) may be made without prior authorization from the Chairman/CEO.

9.4 Annual Financial Review

In Time of Need Incorporated shall engage an independent CPA or accounting firm to conduct an annual review or audit of financial statements covering NFMSS operations. Results shall be presented to the Board and are available to member schools upon written request. All required federal and state tax returns (including IRS Form 990) shall be filed in a timely manner.

NOTE: NFMSS is a program of In Time of Need Incorporated, a 501(c)(3) public charity. Expenditures that do not serve a charitable or educational purpose are strictly prohibited and may expose In Time of Need Incorporated and responsible individuals to tax liability.

SECTION X — RECORD RETENTION POLICY

10.1 Purpose

Proper record maintenance is essential for legal compliance, financial accountability, trademark protection, and organizational continuity for both In Time of Need Incorporated and NFMSS. All records are the property of In Time of Need Incorporated.

10.2 Retention Schedule

Record Category	Min. Retention	Storage Format	Responsible Party
Articles of Incorporation (In Time of Need Inc.)	Permanent	Original + Digital	CEO / Secretary
NFMSS Trademark Registration (USPTO)	Permanent	Original + Digital	CEO / Legal Counsel
Bylaws — all versions	Permanent	Original + Digital	Secretary
Board / EAC Meeting Minutes	Permanent	Original + Digital	Secretary
Audited Financial Statements	7 years	Digital + Hard copy	Treasurer
Tax Returns (Form 990)	7 years	Digital + Hard copy	Treasurer
General Financial Records	7 years	Digital	Treasurer
Contracts & Agreements	7 years post-expiry	Digital + Hard copy	CEO / Secretary
Athlete Eligibility Records	3 years	Digital	Athletic Director
Incident & Violation Reports	5 years	Secure digital	Compliance Officer
Correspondence (general)	3 years	Digital	Secretary
Sanctioning Applications	3 years	Digital	Compliance Officer

10.3 Storage & Security Standards

All records must be stored securely and protected from unauthorized access, loss, or damage. Digital records require password protection, encryption where appropriate, and regular off-site or cloud backups. Records containing personally identifiable information (PII) must be stored with heightened security. NFMSS trademark registration documents must be stored permanently in both original and digital formats and must be accessible to In Time of Need Incorporated's legal counsel at all times.

10.4 Litigation Hold

Upon receipt of any legal notice, subpoena, or credible threat of litigation — including any matter involving NFMSS trademark enforcement — In Time of Need Incorporated shall immediately suspend routine destruction of all potentially relevant records. The Chairman/CEO is responsible for issuing the litigation hold and identifying records to be preserved.

SECTION XI — NON-DISCRIMINATION POLICY

11.1 Policy Statement

In Time of Need Incorporated and NFMSS are firmly committed to providing an athletic environment free from discrimination and harassment of any kind. NFMSS does not discriminate in membership, competition access, program participation, or any other activity on the basis of race, color, ethnicity, national origin, gender, gender identity, religion, disability, sexual orientation, socioeconomic background, or any other characteristic protected under applicable federal, state, or local law.

11.2 Scope of Application

This Policy applies to all NFMSS programs, events, and activities, including competitions, meetings, training programs, and communications. It covers all participants — student-athletes, coaches, officials, EAC members, staff, volunteers, and member school representatives.

11.3 Reasonable Accommodations

In Time of Need Incorporated and NFMSS are committed to providing reasonable accommodations to qualified individuals with disabilities. Accommodation requests should be submitted to the NFMSS Executive Office at least thirty (30) days in advance of the relevant event where possible.

11.4 Complaint Process

Any individual who believes they have experienced or witnessed discrimination or harassment in an NFMSS context should report it through the channels described in Section VIII. All complaints will be investigated promptly and impartially by the Compliance Officer and escalated to the Chairperson or In Time of Need Incorporated Board as warranted.

LEGAL NOTE: *In Time of Need Incorporated and NFMSS are committed to full compliance with Title VI of the Civil Rights Act, Title IX of the Education Amendments, the Americans with Disabilities Act, and all other applicable anti-discrimination laws.*

SECTION XII — DISSOLUTION POLICY

12.1 Authority to Dissolve

Because NFMSS is a program of In Time of Need Incorporated and not a separately incorporated entity, NFMSS cannot be dissolved independently. The dissolution of NFMSS as a program, or the dissolution of In Time of Need Incorporated itself, may only occur by action of In Time of Need Incorporated's Board of Directors under the authority of Chairman/CEO Dorian Williams, in accordance with applicable state nonprofit corporation law.

12.2 Distribution of Assets Upon Dissolution

Upon the dissolution of In Time of Need Incorporated, after all obligations and liabilities have been satisfied, all remaining assets — including any assets associated with NFMSS — shall be distributed exclusively to qualifying organizations or governmental entities consistent with IRC §501(c)(3):

Distribution Recipient	Condition	IRC Basis
Qualifying 501(c)(3) Organization	Primary preference	IRC §501(c)(3)
Federal Government	If no qualifying org available	Public purpose
State or Local Government	If no qualifying org available	Public purpose
Educational Institution	With In Time of Need Inc. Board approval	IRC §501(c)(3)

Under no circumstances shall any assets be distributed to EAC members, officers, employees, or any private individual upon dissolution, other than as settlement of bona fide obligations.

12.3 Trademark Disposition

Upon dissolution of In Time of Need Incorporated, the NFMSS trademarks registered with the USPTO shall be transferred to the designated successor organization in accordance with the dissolution plan approved by the Board. Trademark rights may not be abandoned, transferred to a private individual, or assigned to any organization that is not a qualifying 501(c)(3) entity without legal counsel review.

FINAL STATEMENT & ADOPTION

This Legal & Governance Packet establishes the comprehensive governance, policy, and operational framework of the National Federation of Middle School Sports (NFMSS), owned and managed by In Time of Need Incorporated, a 501(c)(3) nonprofit organization.

All authority over NFMSS flows from In Time of Need Incorporated and its founder, Chairman/CEO Dorian Williams, whose positions are perpetual and irrevocable. All member schools, EAC members, officers, coaches, officials, and student-athletes are bound by the terms of this Packet in their entirety.

This Complete Legal & Governance Packet is hereby adopted under the authority of In Time of Need Incorporated. All prior governance documents, policy statements, or resolutions inconsistent with this Packet are hereby superseded and of no further effect.

ADOPTION SIGNATURES

The undersigned, being duly authorized under In Time of Need Incorporated, hereby adopt this Complete Legal & Governance Packet as the governing document of NFMSS.

Dorian Williams, Chairman / CEO / President — In Time of Need Inc.

Date

Dorian Williams, Chairperson — NFMSS Executive Advisory Committee

Date

Treasurer — In Time of Need Incorporated

Date

*NFMSS is owned & managed by In Time of Need Incorporated | Founder & Chairman: Dorian Williams
compliance@nfmss.org | www.nfmss.org*