

(PROPOSED BY-LAWS)
Central Florida Officials Association, Inc.
By-Laws

Section I. **MEMBERSHIP**

- A. To qualify for membership in good standing in the Central Florida Officials Association (CFOA) an individual must:
1. Complete an application for membership to the CFOA and be a US Citizen.
 - ~~a. All verbal and written communication for CFOA activities and information will be in US English language only. (NOTE THAT THIS SECTION IS TRANSFERRED TO A SUBSEQUENT SECTION.)~~
 - b. All CFOA officials members must be registered as USA citizens
 2. ~~Owe no dues or fines to the CFOA beyond the end of the fiscal year.~~
 2. Be current with all financial obligations to the CFOA.
 3. Not be under suspension by the CFOA Board of Directors.
 4. Must be in good standing with the athletic organization sanctioning the sport being officiated by the member.
- B. ~~To qualify to vote for any matters that from time to time occur at any meeting of the membership, including but not limited to, area meetings and the annual meeting an individual must:~~
1. ~~Be a member in good standing in the CFOA with the CFOA as their his or her primary association as of for the last sport actively officiated by the official and;~~
 2. ~~Be present to vote at the meeting.~~
 3. ~~All rules governing elections must be read in conjunction with these rules. Any conflict will be resolved as policy by the Board of Directors and not as a change to the By Laws or constitution.~~

**(NOTE THIS SUBSECTION HAS BEEN MOVED TO SECTION III.
D. WITH CHANGES NOTED THERE)**

- ~~CB.~~ To qualify to work ~~contests~~ athletic events as an official for the CFOA the official must:
1. Be qualified to officiate as an official for the FHSAA or other applicable sanctioning athletic organization.

2. Appear on an approved "Muster" list as provided by the FHSAA or other applicable sanctioning athletic organization ~~or provide a waiver from FHSAA~~ that states the official is eligible to officiate.
3. Be a member in good standing of the CFOA.

~~DC.~~ If at any time the Board of Directors become aware of a physical impairment which in the opinion of the Board of Directors could impair the ability of a member or prospective member to work as a sports official, the Board of Directors can require, as a condition of membership or continued membership to be assigned to work as an official, that the member or prospective member provide ~~the Evaluation Committee with~~ a certificate from a medical doctor MD/OD certifying the individual is physically capable of and able to function as a sports official in that respective sport ~~or any other sport that he/she may participate that the CFOA assigns officials.~~

Section II. **DUTIES OF OFFICERS AND BOARD OF DIRECTORS**

A. **President**

1. It shall be the duty of the President to preside at all membership meetings in the CFOA, to execute all rules and regulations which pertain to the CFOA's business or organization, and to assure the association is operating within all FHSAA or other sanctioning body guidelines, rules and regulations. He/She shall make such appointments, with concurrence of the Board of Directors, as deemed necessary for the good of the organization. He or She shall serve as ex-officio member of all committees. ~~He/~~ or She shall preside at the meetings of the Board of Directors.
2. The President shall have the authority to call a General Membership, or Board of Directors, ~~or Area Meetings.~~ meeting.

B. **Vice-President(s) / Training Officer(s)**

The Vice-President(s) shall:

1. In the absence of the President, preside at meetings, including those of the Board of Directors. The longest consistently serving vice president shall serve in the president's absence at any function.
2. Serve as liaison between the CFOA and the schools it serves for the administration of education clinics.
3. Oversee their respective sport's sub-committee, ~~area meetings~~ and the education and training of the membership of the CFOA.
4. Establish the appropriate education/training curriculum for new officials.
5. Inform the Board of Directors of duly qualified officials.

- ~~6. Make a report as Chairperson of the Certification Committee at the Annual Meeting.~~
- ~~7. Serve as Chairperson of the Constitutional Review Committee.~~
- ~~8. Make a report as Chairperson of the Constitutional Review Committee at the Annual Meeting.~~
96. Establish and maintain contact with FHSAA or other applicable sanctioning athletic organization on all matters dealing with Education/certification of Officials, education and certification of officials in his or her specific sport or sports.
- ~~107.~~ May appoint a Director of Education for ~~their~~ his or her respective sport. The Education Director(s) shall be responsible for their respective educational programs and shall operate under the authority ~~for~~ of each sport's Vice President and the Board of Directors.

C. Secretary

It shall be the duty of the Secretary to record the minutes of ~~business~~ meetings of the CFOA. The Secretary shall notify all members ~~and schools serviced by the CFOA~~ of all CFOA actions and policy changes. He/She shall handle all general correspondence of the CFOA. If the Secretary is unable to attend any meeting of the CFOA, he/she shall furnish the President with the minutes of the previous meeting. He/She shall, at the direction of the Board of Directors, submit a contract to schools or school authority serviced, for each sport. The Secretary shall inform the membership of the date, time, and location of all Board of Director meetings at least 7 days prior to such meetings.

D. Treasurer

The Treasurer shall:

1. Collect all monies due from officials and schools and to keep a record of these collections. Report all delinquencies to the Board of Directors.
2. Maintain a checking account for all funds in a recognized bank in the name of the Central Florida Officials Association, Inc.
3. Pay all expenses as authorized by the Board of Directors
4. ~~Arrange for an annual audit as called by the President. of all books, banking accounts and financial affairs of the CFOA. Prepare~~ financial statements with an independent CPA Compilation Report

during the fiscal year as determined necessary by the Board of Directors.

5. Furnish the CFOA members with ~~a financial report~~ financial statements and an independent CPA Compilation Report at the annual meeting of the CFOA.
6. Develop a budget and present said budget for approval, by the membership, at the annual meeting,
7. Serve as chairman of the Finance Committee.
8. Maintain such other accounts as directed by the ~~President~~ Board of Directors and shall see that all government reports and tax returns are prepared and filed in due time.
9. Establish and maintain a ~~Surety Bond of not less than \$25,000 for those officers that are authorized to sign checks for the corporation.~~ liability insurance coverage adequate to cover the Board of Directors.
10. Establish and maintain a general liability insurance policy for the CFOA in the amount determined necessary by the Board of Directors.

E. Assignment Officer(s) (Booking Commissioner)

The Assignment Officer(s) shall make all assignments or ~~delegate the responsibility to make assignments~~ oversee all assignments, to all interscholastic athletic events of schools served by the CFOA for his/her sport. He/She shall notify officials and schools of their assignments. He/She shall comply with FHSAA or other applicable sanctioning athletic organization assignment requirements and shall compile all data necessary for the rating of members. All assignments are subject to review by the Assignment Committee, ~~only if there is a complaint by an official concerning an assignment.~~

F. At Large Members

At large board members shall consist of one member from each sport. Their election shall be voted on by the ~~entire~~ membership specific to that sport. At Large Members shall interact with members and be a spokesperson on their behalf as well as perform all duties as assigned by the vice president of their respective sport.

G. COMMISSIONER

The Commissioner shall monitor and oversee all rules of the CFOA which have to do with the actual conduct of its members prior to, during and immediately after any athletic event officiated by the CFOA. He or she shall

monitor the disciplinary processes pertaining to CFOA members. He or she shall monitor and oversee all complaints from schools and coaches regarding members of the CFOA, and shall take action as outlined in these By-Laws and the Policy and Procedures Manual. The Commissioner shall represent, or appoint a representative for, the CFOA in any disciplinary action between any member of the CFOA and any school or the FHSAA, or other sanctioning body of a specific sport. The Commissioner shall investigate and recommend to the Board of Directors a resolution regarding any matters not specifically covered in these By-Laws, or in the rules and regulations of the FHSAA, or other sanctioning body of a specific sport.

G.H. Board of Directors

1. The business affairs of ~~this corporation~~ the CFOA shall be managed by the Board of Directors.
2. The Board of Directors shall meet at the call of the President or any three (3) members of the Board of Directors. Members unable to attend shall contact the President or the Secretary prior to the meeting giving reason for non-attendance.
2. The Board of Directors may remove any of its members for cause, by 2/3 majority vote of the entire membership of the Board of Directors. Such removal shall also constitute removal from any office or directorship held by that member.
3. The President, ~~or in the absence of the President, the designated Vice President,~~ shall serve as chairman of the Board of Directors. In the absence of the President, the longest consistently serving vice president shall serve as chairman.
5. The Board of Directors shall have the authority to speak and act for the CFOA between meetings of the entire membership, ~~and to expend money not in excess of three hundred (\$300.00) for any one expense.~~ It shall hold such meetings as are necessary to formulate policies and to carry on the programs of the CFOA.
6. The Board of Directors shall designate power to the President to fill any vacancies in office which may occur ~~between elections,~~ with ~~membership~~ approval at the next ~~regular~~ meeting of the Board of Directors. Such interim Officers shall be named by the President within fourteen (14) days, and shall be confirmed, or replaced by the Board of Directors ~~at the next meeting~~ within a month of the appointment.
7. The Board of Directors will preside over the CFOA and will perform and provide for the operations of the CFOA in the manner (but not limited to):

- i. Manage and preside over the CFOA at large, ~~its basketball, football and flag football~~ subcommittees for the various sports, its membership, its budget, its training responsibilities, its government, and anything else deemed by the Board of Directors to be its responsibility in furtherance of the best interest of the CFOA.
- ii. Enforce the rules of any national or state body ~~to~~ with which the CFOA is affiliated.
- iii. Enforce and interpret the ~~bylaw articles~~ Constitution, By-Laws and the Policy and Procedures Manual of the CFOA.
- iv. Act as the final arbiter of appeals on any disciplinary fine, sanction, or rule interpretation, should those matters be presented to the Board of Directors by any member, officer or subcommittee.

~~8. This article and all its subsections shall prevail over any conflict in the By-Laws if one exists.~~

~~9~~ 8. Within 30 days of its election the Board of Directors shall form all subcommittees as required by the FHSAA, or other sanctioning body.

~~10~~ 9. No member of the Board of Directors may serve on any of the mandatory committees defined by FHSAA, or other sanctioning body, except in an ex-officio capacity. A member of the Board of Directors may serve on only one committee in that capacity.

~~H.~~ I. If the office of the Past President is vacated, and prior to the expiration of the term, it shall be filled as outlined in these By-Laws and Constitution.

~~I.~~ J. All duties under Section II must and shall be read in conjunction with the other By Laws and the Constitution. ~~These articles outline the duties and limitations of the officers and Board of Directors.~~

~~J.~~ K. The CFOA Board of Directors shall appoint a historian to research, collect, catalog, and display all items of historical value and interest that chronicles the legacy of the CFOA from its inception in 1947 to the present. This includes names, pictures, articles, and memorabilia pertinent to the historical evolution of the association. Any financial obligations required to acquire, store, or display any items associated with the CFOA shall be approved by the board of directors. Any items given or purchased by, or for, the CFOA shall become the property of the association. Any items loaned to the association for photographic recording or temporary display shall be documented with a detailed date of receipt, condition, and required date of return.

~~K.~~ L. Disclosure: All members of the Board of Directors shall disclose to the members of CFOA, or consent to the disclosure of the following information on an annual basis and reported by the secretary at the annual meeting:

1. How many total CFOA games officiated by each individual board member by sport, ~~not only for the CFOA, but for any other high school association in the previous year.~~ in the previous year.
2. The pay/compensation received by each individual board member for the performance of their elected duties as board members. This does not include game fees for games officiated for the CFOA.
3. Any ~~other compensation payment, other than that disclosed pursuant to 2. above,~~ made by the CFOA to each individual board member for the performance of duties as a board members exceeding \$100.00 during the previous year. ~~when the compensation is paid for items or services exclusively used by the CFOA, including but not limited to rent, supplies, from services, compensation to other employees not members of the CFOA to help the board member execute his/her duties and any other compensation/reimbursement in which the payment by the CFOA is made to a person or entity that does not work for, or is not providing a service exclusively to the CFOA on behalf of an individual board member.~~
4. ~~Any compensation/ or reimbursement whether monetary or by gift or reward made by an outside party/entity/ or individual to any board member when made because the member was acting in the capacity of a board member for the CFOA and received such compensation/ or reimbursement. This specifically excludes game fees for games officiated by a board member.~~
5. Intentionally failing to comply with this section will subject the board member to any sanction deemed appropriate by the board of directors including removal from the board and from the CFOA.
6. A complaint pursuant to this section may be made by any member to the ~~president, vice president,~~ President, Vice President or Commissioner
 - a. Any complaint must be in writing and contain specific allegations concerning any alleged misconduct.
 - b. When a complaint is made, ~~the board as a whole after making an initial finding the acts may have been or are intentional~~ will appoint an independent committee of no ~~more~~ less than ~~5~~ 3 people only one of which shall be a board member to make a report to the board concerning the allegations with a recommended outcome, if appropriate. This action by the committee shall be completed within 30 days of its appointment.
 - c. The Board of Directors shall then decide the resolution of the complaint in due course.

- d. The affected board member shall attend and be heard but not vote in these proceedings.

Section III. ELECTION OF OFFICERS

- A. Each officer should be elected at an appropriate annual meeting coinciding with the end of the particular officer's term of office. They shall continue in office until they are subject to re-election at the appropriate annual meeting unless he/or she fails to accomplish a full term. ~~If a vacancy occurs by resignation, death or removal, the remaining Board of Directors shall have full power to fill all vacancies that may occur on the board, to serve until the next annual election. Any member seeking office must inform the Secretary of his/her candidacy in writing by April 1.~~
- B. Term of office for the Vice-President of each sport shall be limited to a maximum of four (4) consecutive one-year terms. After a one (1) year interval out of a Vice-President office, an individual may again seek election to one of the Vice-President positions.
- C. Term of office for the President shall be limited to a maximum of five (5) consecutive one-year terms. After a one (1) year interval out of the President office, an individual may again seek election to the President position.
- D. To qualify to vote for any matters ~~that from time to time occur~~ at any meeting of ~~the membership, including but not limited to, area meetings and the annual meeting~~ an individual must:
- ~~1. Be a member in good standing in the CFOA with the CFOA as their~~ his or her primary association ~~as of the last sport actively officiated by the official and;~~
 2. Be present to vote at the meeting or as otherwise provided in the Policy and Procedures Manual.
 - ~~3. All rules governing elections must be read in conjunction with these rules. Any conflict will be resolved as policy by the Board of Directors and not as a change to the By-Laws or constitution.~~

(NOTE THAT THIS SUBSECTION HAS BEEN MOVED FROM SECTION 1. B.)

(NOTE AS TO DELETIONS IN SECTIONS IV, V, VI, VII, AND VIII - THE COMMITTEE HAS DETERMINED THAT MOST OF THE DELETED LANGUAGE IS MORE APPROPRIATE FOR A POLICIES AND PROCEDURES MANUAL.)

Section IV. COMMITTEES

FHSAA Officials Guidebook identifies the Committees A—E as mandatory. The CFOA shall maintain all FHSAA mandatory committees, as well as other non-mandatory committees as ordered by the Board of Directors and as described in the Policy and Procedures Manual.

A. Evaluation Committee

~~The Evaluation Committee for each sport, consisting of three (3) or five (5) members shall be appointed by the Board of Directors. The committee shall meet at the discretion of the chairman. shall consist of members selected by the Vice- President of each respective sport and approved by the Board of Directors. The committee shall consist of three (3) or five (5) members. The evaluation committee is responsible for setting up the process and selection of those individuals who will assist with the evaluation/certification of member officials. Each official with two or more years of experience should be evaluated at least once during each season. First-year officials should be evaluated periodically throughout the season so that mini-clinics may be offered, if necessary, to re-enforce good officiating skills.~~

B. Assignment Committee

~~An Assignment Committee, for each sport, consisting of three (3) or five (5) members shall be appointed by the Board of Directors. The committee shall meet at the discretion of the chairman. shall consist of members selected by the Vice- President of each respective sport and approved by the Board of Directors. The committee shall consist of three (3) or five (5) members. The Assignment Committee is responsible for overseeing the entire contest assignment procedure. This includes ensuring compliance with requirements on the composition of officiating crews, reviewing and approving each member official's schedule of assigned meets, and making the assigning officer aware of any corrections that need to be made before the assignment schedule is submitted. It is not implied that the Assignment Committee is to make assignments.~~

C. Recommendations Committee

~~Recommendations Committee, for each sport, consisting of three (3) or five (5) members shall be appointed by the Board of Directors. shall consist of members selected by the Vice- President of each respective sport and approved by the Board of Directors. The committee shall consist of three (3) or five (5) members. Each member shall have had at least seven (7) years experience as an official in his or her respective sport. The Recommendations Committee is responsible for reviewing the evaluations of each member official during the regular season. This committee is also responsible for preparing and submitting to the FHSAA Office a list of member officials who deserve consideration for assignment to State Series Contests. The Assignment Officer should act on the recommendations of this committee.~~

D. Grievance Committee

Grievance Committee, for each sport, ~~consisting of three (3) or five (5) members shall be appointed by the Board of Directors. The committee shall meet at the discretion of the chairman.~~ shall consist of members selected by the Vice-President of each respective sport and approved by the Board of Directors. The committee shall consist of three (3) or five (5) members. The Grievance Committee is responsible for hearing complaints and appeals made or brought by one or more of its member CFOA officials. ~~Member officials who have grievances because of penalties may appeal under the provisions of CFOA's Constitution and By-Laws. Members filing a grievance must first go through the committee. After that, an appeal may be made by the committee or the member, to the Commissioner. Finally, either the committee or the member may appeal to the Board of Directors, but only after the procedure outlined in this section has been exhausted.~~

E. Education/Training Committee

An Education/Training Committee, for each sport, ~~consisting of three (3) or five (5) members shall be appointed by the Board of Directors. The committee shall meet at the discretion of the chairman.~~ shall consist of members selected by the Vice- President of each respective sport and approved by the Board of Directors. The committee shall consist of three (3) or five (5) members. The Education/Training Committee is responsible for the planning, content and implementation of training sessions, including on-the-field training. This also includes educating local officials on FHSAA, or other sanctioning body, policies and procedures, NFHS, or other sanctioning body, rules and mechanics, and developing a curriculum that is current and effective in both content and methodology.

F. Finance Committee

- ~~1. Finance Committee will cover all functions of the corporation. The Finance Committee shall be composed of the Treasurer, serving as chairman, all Vice Presidents, and two members appointed at large by the President.~~ plus four (4) or six (6) additional members, two of whom are appointed by the President and the remaining members are appointed by the Treasurer.
- ~~2. The Finance Committee shall meet at the discretion of the chairman.~~
- ~~32. It shall be the duty of the Finance Committee to prepare a budget, make recommendations regarding dues, and all other financial matters. The Treasurer shall prepare a proposed present the committee's budget for adoption by the members at the annual meeting.~~

G. Nomination Committee

The Board of Directors shall ~~insure~~ appoint a Nominating Committee, ~~has been selected.~~ The Nominating Committee shall consist of nine (9) members

who do not currently hold any CFOA office, ~~two from each area and one at large. The President shall appoint the at large member. One member of the committee shall be selected by the President. The committee shall consist of a minimum of one member from each sport.~~ The chairman of the Nominating Committee shall be the Immediate Past President who shall only vote in the case of a tie. The committee, by majority vote, shall select a slate of nominees by the 15th day of April prior to the annual meeting. The slate of nominees shall include at least one candidate for each office of the board and each Assignment Officer. The Secretary shall assure that the list of nominees is made available to the membership not less than twenty-one (21) days prior to the annual meeting. The membership shall be considered to be notified when meeting data is posted on the designated website or delivered by electronic media. Nominations will be accepted from the floor at the annual meeting.

H. Constitutional/By Laws Review Committee

The Board of Directors shall ~~insure that~~ appoint a Constitutional/By-Law Review Committee ~~is established~~ for the purposes of reviewing any changes to the Constitution or By-Laws.

Section V. OFFICIALS – CLASSIFICATION AND DUTIES

~~B. Official – A certified Official shall be competent to perform the duties of an official as specified in the National Federation of State High School Associations (NFSHA) Football or Basketball Officials Manual, or the National Intramural-Recreational Sports Association (NIRSA) Flag & Touch Football Rules Book & Officials Manual.~~

~~B. Referee – A certified Referee shall be competent as an Official, plus in the duties of Referee as specified in the NFHSA Football or Basketball Officials Manual or the NIRSA Flag & Touch Football Rules Book & Officials Manual.~~

C. Officials Assignments and Fees

~~1. Officials assignments for high school contests are made by the Assignment Officer or a person designated by him/her. Only properly certified officials may be assigned to a contest.~~

~~2. Officials fees for high school contests shall be as designated in the FHSAA Officials' Guidebook.~~

~~3. Officials assignments and fees for FHSAA Championships shall be as —designated in the FHSAA Officials Guide.~~

Section VI. UNIFORMS

~~All officials in the CFOA must wear uniforms prescribed by the FHSAA and the Board of Directors of the CFOA. Failure to wear proper uniforms may result in fines or~~

suspensions as directed by the President, the Booking Officers, Commissioner, Vice Presidents, or the Board of Directors. Appeals are permitted under the procedures in Section III D. Any violation of this section will be deemed a violation of Section VII.

Section VII. **CONDUCT OF OFFICIALS**

A. Officials must pay their dues as outlined in Section VIII.

B. No official in the CFOA shall drink any alcoholic beverage on the day of any game to which he/she is assigned, nor shall any official use any tobacco product at any game site. Upon receipt of reasonable evidence of violation of this code, the Commissioner shall take appropriate action.

C. All officials shall notify the Assignment Officer; a member of his/her assigned crew of officials, or a school game administrator, if at all possible, in the event of an emergency which prevents their reporting to an assigned game. Failure to report for an assigned game will result in the issuance of an assignment restriction on the official, and the Commissioner will determine the proper judgment for this offense.

D. Upon the written complaint by a coach or fellow official of an official dressing shoddily and not in keeping with Section V, the Commissioner may place an assignment restriction on the official for one week and request the official to make corrections.

E. An official, who by deceit or by accident receives assignments to interscholastic contest before he is properly registered with the FHSAA, shall be liable for all fines levied. The official shall pay an amount of the fines to the Treasurer of the CFOA, or the FHSAA, as applicable. Upon proof of a violation of this section, the Commissioner shall restrict the offending official immediately. The official shall be reinstated only when proof is submitted to the Commissioner of a valid registration and the official has paid any fines levied.

F. The Commissioner or Grievance Committee shall investigate, or cause to be investigated, any complaints received concerning the conduct or competence of any member. The Commissioner and Grievance Committee have the authority to act in keeping with the findings in the best interest of the CFOA.

G. Any assignment restriction, or any other penalty, may be appealed by the restricted official to the Board of Directors. This board may overrule the Commissioner or Grievance Committee by a majority vote.

H. All complaints or reports to the Commissioner or Grievance Committee must be in writing.

I. Any member accused of violation of any Section of these By-Laws, has the right to be heard before any decision is reached. Any disciplinary action may be appealed by the member to the Board of Directors which shall have the final say on all such matters.

J.—No official may make a complaint to the FHSAA in an official capacity if that official is not actually officiating the game.

K.—Any violations of this section may result in any penalty deemed appropriate by the Board of Directors in accordance with this section and Section III D.

Section VIII. DUES

A. Officials

1.—Each member of the CFOA shall pay annual dues for each sport in an amount determined by the Board of Directors and approved by the general membership at the annual meeting. Any member failing to pay dues for whatever reason is not a member in good standing.

2.—The minimum fee to be paid to members of the CFOA for officiating interscholastic contests of schools serviced by the CFOA shall be determined by the Board of Directors, in compliance with FHSAA guidelines.

a.—Such fees shall be paid by the schools to the officials, acting as independent contractors, assigned to the contest.

b.—If the school participates in the CFOA's lump sum program, the CFOA will pay the official on behalf of the school.

c.—Mileage expense to be paid by the schools for travel to the game site by the official shall be determined by the Board of Directors, in accordance with FHSAA guidelines.

d.—In case of postponement or cancellation of a game and the home team fails to notify the officials of such action thereby causing the officials to report to the game site as scheduled for the game, the school shall reimburse each official an amount set by the Board of Directors, in compliance with FHSAA guidelines.

B. Schools

1.—Each school being served by the CFOA shall pay a service fee to the Treasurer for each sport for which the CFOA assigns officials. The amount of the service fee shall be determined annually by the Board of Directors. Payment from the school shall be due at least one (1) month prior to the first game of the season for that particular sport.

2.—Each school being served by the CFOA will be given an option to participate in the lump sum program whereas a fee for each sport, as specified by the Board of Directors, the CFOA will pay the officials on behalf of the school for that sport. The school will submit to the CFOA one-half of the estimated game fees for that sport at least one (1) month prior to the start of the season for that sport. The remaining game fees are due mid-way through the season for that sport.

Section ~~IXV~~. FINANCE

- A. The fiscal year of the CFOA shall be July 1 through June 30.
- B. The Board of Directors ~~may call for any type of audit it deems necessary upon a majority vote of the Board of Directors, and shall do so upon a majority vote of the membership at a general meeting.~~ shall require annual financial statements with a CPA Compilation Report by a Certified Public Accountant who is not and has never been a member of the CFOA. The Board of Directors may call for any financial audit as deemed necessary.
- C. In the event of a shortage of funds, the Board of Directors may assess each member an equal share of money owed by the CFOA, provided the amount is not more than the annual dues. Any member failing to comply shall not be in good standing.
- D. All officers may be reimbursed for any reasonable expenses incurred in the performance of their duties as officers of the CFOA. Presentation of receipted bills to the Treasurer shall be required. Any expense in excess of \$100.00 ~~shall~~ must be approved by the Board of Directors.
- E. All expenditures must be within the limits of the budget or must be approved by the Board of Directors.

Section ~~XVI~~. **REGULATIONS CONDUCT OF MEETINGS**

- A. The Board of Directors shall adopt regulations, not inconsistent with these By-Laws, to provide for orderly conduct of all meetings of the CFOA. ~~The Secretary shall maintain a record of all such regulations adopted by the Board of Directors.~~ Such regulations shall be recorded in CFOA's Policy and Procedures Manual.
- B. In the absence of specific rules, Robert's Rules of Order, Revised, shall govern the deliberations of the CFOA.
- C. A Parliamentarian may be appointed by the President for any business meeting of the CFOA.

Section VII. **OFFICIAL LANGUAGE**

All verbal and written communication for CFOA activities and information will be in US English language only.

Section ~~XIV~~III. **AMENDMENTS**

- A. The By-Laws may be amended at any annual or general meeting of ~~this organization~~ the CFOA provided such amendment was presented in writing to the Secretary of the CFOA at least ten days (10) days prior to the meeting and in turn submitted to the membership at least seven days (7) prior to the meeting. The membership shall be considered to be notified when the Amendments are posted on the designated website for the ~~organization~~ CFOA or sent to the last email addresses provided to the CFOA membership database, at least seven (7) days prior to the meeting.
- B. Amendments shall be passed by a vote of a simple majority of the quorum as defined by Article ~~XI~~, ~~Section I~~ XII of the Constitution.
- C. Any member in good standing may propose an amendment to the By-Laws.
- D. Any properly noticed and presented amendment to these By-Laws is open to debate
and modification on the floor prior to the final vote.

Section IX. **POLICIES AND PROCEDURES**

The Board of Directors shall establish and maintain a Policy and Procedures Manual. Such Manual shall specify the details of operating procedures and organizational policies. No policy or procedure specified in the Manual shall conflict with the Constitution or By-Laws of the CFOA. If any such conflict exists the Constitution or By-Laws shall control. Such Manual shall be published in written form and shall be available for viewing and copying by CFOA members.

May 18, 2013
May XX, 2014