

(PROPOSED CONSTITUTION)

Central Florida Officials Association, Inc.

Constitution

Preamble

We, the members of Central Florida Officials Association do hereby establish this Constitution ~~in order that our purpose is realized to its fullest extent.~~ as follows:

~~The Constitution must and shall be read in conjunction with the By Laws. Wherever possible it is the duty of the Board of Directors to read the Constitution and the By Laws together, presuming one always agrees with the other and that they do not contradict one another. If the Board of Directors, by majority vote, certifies a conflict, it has the immediate ability to choose an interpretation consistent with the other provisions of the Constitution or By Laws and with other CFOA policy. However, it will be the responsibility (upon certification of conflict by the Board of Directors) of the Secretary to draft, or cause to be drafted, all necessary amendments to the Constitution or By Laws, and such changes shall be presented at the next annual meeting for the Board's changes. This provision does not preclude any other member of the CFOA, in otherwise good standing, from submitting other versions of any amendment sent to the members by the secretary. Note that this paragraph is deleted here but added in as Article XIII.~~

~~Any amendment will be subject to passage in accordance with the amendment provisions of the Constitution and By Laws of the CFOA. If no version passes, then the CFOA Board of Directors shall administer policy consistent with their own policies and this Constitution and By Laws.~~

Article I – Name

The name of the organization shall be the Central Florida Officials Association, Inc. (hereinafter CFOA); which has been incorporated in the State of Florida.

Article II – Objectives

The objectives of ~~this corporation~~ the CFOA shall be:

- A. Secure assignments for its members, as independent contractors, as officials at sporting events conducted by various ~~secondary~~ schools in the Central Florida Area.
- B. To provide education, leadership, training and clinics in order to foster, develop and refine the officiating skills.
- C. To ~~find~~ recruit officials to accept assignments to officiate athletic events.
- D. To promote brotherhood, good sportsmanship and fair play in conjunction with all athletic events.

- E. To establish and maintain the highest standards of efficiency and impartiality in the officiating of all competitions.

Article III – Affiliation

~~This corporation~~ The CFOA shall be affiliated with the State of Florida Department of Education, Florida High School Athletic Association, Inc. (FHSAA), and is subject to the By-Laws and policies of that body insofar as they affect and prescribe duties and responsibilities of ~~this corporation~~ the CFOA and its individual members and the schools served by ~~this corporation~~ the CFOA. This provision shall in no way limit or obligate the CFOA from affiliating with other athletic organizations.

Article IV – Basic Policies

Section 1. ~~The corporation~~ CFOA shall intend to be ‘Not for Profit’ as defined in the Internal Revenue Code as a 501(c)(4).

Section 2. The name of the ~~corporation~~ CFOA or the names of any members in their official capacities shall not be used in connection with a commercial concern.

Section 3. ~~The corporation may cooperate with other organizations and agencies, but p~~Persons representing the ~~corporation~~ CFOA ~~in such matters~~ shall make no commitments that bind the ~~corporation~~ CFOA without the approval of the Board of Directors.

Article V – Membership

Section 1. The membership of the CFOA shall at all times consist of all persons who ~~hold current registrations with the FHSAA as sports officials in good standing,~~ have registered with the ~~corporation~~ CFOA, and ~~have paid their current dues and other financial obligations.~~ who are current with financial obligations of to the CFOA. No member shall be an employee of the CFOA. Each member is an independent contractor. Each member must be in good standing with the athletic organization sanctioning the sport being officiated by the member.

Section 2. The Board of Directors, at its discretion, may designate honorary members, which members shall be non-voting members.

Article VI – Dues

Dues shall be established at the Annual Meeting. An interim change in dues may be made by the Board of Directors, but continuance of that change must be confirmed by the membership at the next general meeting. ~~Dues will be collected from the first paycheck for each sport that a member is currently registered for with the FHSAA and has worked a game in that sport.~~

Article VII – Officers

Section 1. The officers of the ~~Corporation~~ CFOA shall be:

- A. President
- ~~B. Vice President of Football~~
- ~~C. Vice President of Basketball~~
- ~~D. Vice President of Flag Football~~
- B. Vice President for each sport for which CFOA assigns officials
- ~~E. Assignment Officer (Booking Commissioner) for Football~~
- ~~F. Assignment Officer (Booking Commissioner) for Basketball~~
- ~~G. Assignment Officer (Booking Commissioner) for Flag Football~~
- C. Assignment Officer for each sport for which CFOA assigns officials
- ~~H~~D. Secretary
- ~~I~~E. Treasurer
- ~~J~~F. Commissioner
- ~~K. At Large Members (2)~~

Section 2. All officers of the ~~Corporation~~ CFOA shall be members in good standing with the ~~Corporation CFOA as defined by the By Laws.~~

Section 3. No one shall be nominated for the office of President and no one shall be elected to the office of President unless he or she shall have served as a former elected officer prior to the beginning of his or her term of office as president, or unless a person running for president has been a member of the CFOA for seven (7) consecutive years and has been a member in good standing for the previous three (3) consecutive years.

Section 4. The officers shall be elected by majority vote of the members voting at the annual meeting. The Vice President and Assignment Officer for each sport shall be elected by those members, in good standing the previous year, who officiate or work in an official capacity in that particular sport. All votes shall be by secret ballot.

Section 5. Should a vacancy occur for any office, it shall be filled by a majority vote of the Board of Directors and the appointee shall serve until the next annual election.

Section 6. ~~The Assignment Officer for Flag Football and Football may be one in the same.~~ The Assignment Officer may be elected as Assignment Officer of multiple sports provided that a 30 day interval exists between each sport for which he or she is elected.

Article VIII – Board of Directors

Section 1. The business affairs of ~~this corporation~~ the CFOA shall be managed by the Board of Directors.

Section 2. The Board of Directors shall consist of:

~~A. The officers of the Association.~~

~~B. The immediate past president.~~

A. The President.

B. The Vice President for each sport for which CFOA assigns officials.

C. The Assignment Officer for each sport for which CFOA assigns officials provided that the registered officials of that respective sport consist of at least 25% of the total membership of the CFOA.

D. The Secretary.

E. The Treasurer.

F. The Commissioner.

F. The immediate past President.

G. An At Large Member for each sport for which CFOA assigns officials.

Article IX – Meetings

Section 1. The annual meeting of the ~~Corporation~~ CFOA shall be held during the month of May at a date and time designated by the Board of Directors.

A. The President shall set the location of the meeting.

~~B. Written notice of the annual meeting shall be posted on the web site no later than twenty one (21) days prior to the annual meeting.~~

Notification of the annual meeting shall be made no later than twenty one (21) days prior to the meeting.

Section 2. Other general membership meetings may be called by the Board of Directors. Notice of such meeting(s) shall be of like format as that for the annual meeting, and shall be made available to the membership not later than ten (10) days prior to the meeting.

Section 3. The Board of Directors shall be required to call a meeting of its own membership or a meeting of the entire membership upon receipt of a petition for such meeting signed by 25% of the membership ~~as defined in Section 1.A. of the By Laws).~~ of the CFOA.

Said meeting must be held within one (1) month of receipt of the petition. Such a meeting shall be solely for the reasons stated in the petition.

Section 4. The President shall have the authority to call a meeting of the General Membership; or Board of Directors, or Area Meetings. Attendance at these called meetings shall be mandatory unless excused.

Article X – Voting

Each member of the ~~organization~~ CFOA in good standing as ~~defined by the By Laws hereof~~ shall be entitled to cast one vote ~~in any meeting of the members of this organization~~ for the election of officers, for amending the Constitution, for amending ~~said~~ the By-Laws, and for transaction of such other business of ~~this organization~~ the CFOA as shall properly be ~~brought before any such meeting for consideration.~~ presented for vote. A majority vote shall be necessary for such election, amendment, or transaction.

Article XI– Quorum

~~A) A quorum shall consist of 25% of the voting membership, or 95 members in good standing and eligible to vote, whichever is less. EXCEPT THAT:~~

~~B) Further, and only if no quorum exists based on the above requirements, and because having the meeting is preferential and more fair to those in attendance then adjourning for lack of quorum, the president may, upon his/her own motion and a “seconding” of the motion by any member in attendance who is in good standing, lower the quorum requirement at the meeting in either of the following ways without further vote of the members:~~

~~a. Lower the percentage requirement by up to 5% or;~~

~~b. Lower the actual attendance by up to 10 people.~~

~~Whichever is less to achieve a quorum at the current meeting.~~

A quorum is required where votes by membership or the Board of Directors are undertaken.

A. For the election of officers at a General Membership meeting:

For the election of officers within a specific sport (Vice President, Assignment Officer) the quorum shall consist of the *actual number of members* present at the meeting who are in good standing, eligible to vote and who officiated or acted in an official capacity for that sport the previous season; however, a total of 75 members for all sports must be present at the meeting.

For the election of all other officers the quorum shall consist of 75 members in good standing and eligible to vote.

B. For amendments to the Constitution and/or By-Laws:

The quorum shall consist of 75 members in good standing and eligible to vote.

C. For the transaction of other business:

The quorum shall consist of 75 members in good standing and eligible to vote.

D. For votes undertaken by the Board of Directors:

The quorum shall consist of 50% of the current members of the Board of Directors in good standing *plus the President (or alternate designated by the President)*.

Article XII – Amendments

This Constitution 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 (10) days prior to the meeting, and in turn, to the membership seven (7) days prior to the meeting. Amendments shall be passed by a vote of a simple majority of the quorum as defined by Article XI, ~~Section 4~~.

Article XIII – Resolution of Conflicts

The Constitution must and shall be read in conjunction with the By-Laws. Wherever possible it is the duty of the Board of Directors to read the Constitution and the By-Laws together, presuming one always agrees with the other and that they do not contradict one another. If the Board of Directors, by majority vote, certifies a conflict, it has the immediate ability to choose an interpretation consistent with the other provisions of the Constitution or By-Laws and with other CFOA policy. However, it will be the responsibility (upon certification of conflict by the Board of Directors) of the Secretary to draft, or cause to be drafted, all necessary amendments to the Constitution or By-Laws, and such changes shall be presented at the next annual meeting for the Board's changes. This provision does not preclude any other member of the CFOA, in otherwise good standing, from submitting other versions of any amendment sent to the members by the secretary.

May XX, 2014