

# **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.

## **Article I – Name**

The name of the organization shall be the Central Florida Officials Association, Inc. (hereinafter CFOA).

## **Article II – Objectives**

The objectives of this corporation 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 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 shall be affiliated with the Florida High School Athletic Association, Inc. (FHSAA), and is subject to the bylaws and policies of that body insofar as they affect and prescribe duties and responsibilities of this corporation and its individual members and the schools served by this corporation.

## **Article IV – Basic Policies**

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

Section 2. The name of the corporation 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 persons representing the corporation in such matters shall make no commitments that bind the corporation.

## **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, and have paid their current dues and other financial obligations. No member shall be an employee of the CFOA. Each member is an independent contractor.

Section 2. The Board of Directors, at its discretion, may designate honorary 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 members at the next general meeting. Dues are payable at the Annual Meeting.

## **Article VII – Officers**

Section 1. The officers of the Corporation shall be:

- A. President
- B. Vice President of Football
- C. Vice President of Basketball
- D. Vice President of Flag Football
- E. Assignment Officer (Booking Commissioner) for Football
- F. Assignment Officer (Booking Commissioner) for Basketball
- G. Assignment Officer (Booking Commissioner) for Flag Football
- H. Secretary
- I. Treasurer
- J. Area Directors
- K. Commissioner

Section 2. All officers of the Corporation shall be members in good standing with the Corporation.

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.

Note: Those individuals who held the position of Area Director and were previously included as a voting member of the Board of Directors, are exempt from the conditions established in Section 3 above.

Section 4. The officers shall be elected by majority vote of the members present and voting at the annual meeting, except the Area Directors shall be elected by the members, present and voting, from within their respective areas. The Assignment Officer for each sport shall be elected by those members, present and voting, in good standing the previous year, who officiate 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.

## **Article VIII – Board of Directors**

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

Section 2. The Board of Directors shall consist of:

- A. The officers of the Association, excluding the Area Directors
- B. The immediate past president

Note: When the current Commissioner leaves the position, the Commissioner's position will become a non-voting member of the Board of Directors.

## **Article IX – Meetings**

Section 1. The annual meeting of the Corporation 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 stating the date, place, the agenda, and hour of the annual meeting shall be mailed to all members, at their last address of record with the corporation, prior to May 1<sup>st</sup> of that year, but not later than twenty-one (21) days prior to the annual 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 mailed not later than twenty-one (21) 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). 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 General Membership, Board of Directors, or Area Meetings. Attendance at these called meetings shall be mandatory unless excused.

## **Article X – Voting**

Each member of the organization 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 By-Laws, and for transaction of such other business of this organization as shall properly be brought before any such meeting for consideration.

## **Article XI– Quorum**

Section 1. A quorum for all of the general meetings of members shall consist of ten percent (25%) of the voting membership.

Section 2. A quorum of the Board of Directors shall consist of five (5) members, of which all have to be officers of the Corporation.

## **Article XII – Amendments**

This Constitution may be amended at any general meeting of this organization provided such amendment was presented in writing to the Secretary of the CFOA, in turn, to the membership at least thirty (30) 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 1.