

BY-LAWS
Of the
KENTUCKIANA FOOTBALL
OFFICIALS ASSOCIATION, INC.



2019 SEASON

ARTICLE I - NAME

This organization shall be known as the Kentuckiana Football Officials Association, Inc. (Hereafter referred to as the "KFOA").

ARTICLE II - OBJECT

The object of this corporation shall be to further good fellowship among its members, to elevate the standard of officiating, to provide means for the correct interpretation of the rules, to secure a closer cooperation and understanding among the officials, the press and the radio, the athletic directors, coaches, and other school officials, to foster a high standard of ethics and to further the interests of athletics generally by fostering a proper spirit of sportsmanship and fair play.

ARTICLE III - MEMBERSHIP

1. CORPORATE MEMBERS

- A. Any member whose membership application has been accepted by the Board of Directors and has satisfied all KHSAA requirements, and is actively officiating in the current football season, or actively officiated in the football season immediately preceding the current off-season.
- B. Corporate members shall be eligible for assignments through this corporation. If a Corporate Member wishes to be considered to work those contests assigned by the KHSAA Assigner, they must pay the assigning fee in full. Failure to pay the assigning fee will not negate corporate membership, but the member will not be scheduled to work assignments from the KHSAA assigner.
- C. All corporate members shall have one (1) vote in the affairs of the corporation. Only those corporate members who are eligible and actively officiating games at the KHSAA (high school) level shall be eligible to hold office in this corporation.

2. DUTIES OF MEMBERS

- A. All corporate members shall register with the KHSAA and/or any other association from which assignments in this organization are accepted.
- B. All corporate members shall attend all meetings and/or clinics, as directed by the Board of Directors and shall comply with all provisions of these by-laws, and shall comply with any and all resolutions duly passed by the Board of Directors.
- C. Allowance for missed meetings and make-up meetings shall be as prescribed by the Board of Directors. Failure to make the prescribed meetings and/or make-up meetings in excess of the allowance as prescribed by the Board of Directors shall result in automatic suspension of membership in this corporation.

3. FORFEITURE OF RIGHTS

- A. Any member who has not paid the dues or any proper assessment by the time such dues or assessment is due, shall forfeit all rights as a member of this organization.
- B. A member's rights may be forfeited by action of the Board of Directors pursuant to the provisions of Article XIII (Due Process).

4. CREWS OF OFFICIALS

- A. When requested by the Assignment Secretary of the KHSAA or the Supervisor of Officials, this organization shall furnish a sufficient number of members as is necessary to comply with the request made of the organization.
- B. When requested by the Assignment Secretary of the KHSAA, this organization shall furnish corporate members, in good standing, for KHSAA assignments.
- C. Those members selected by either the Assignment Secretary of the KHSAA or the Supervisor of Officials of the KFOA shall also accept any additional officiating or game administration responsibilities that may be assigned to them by the Assignment Secretary or Supervisor of Officials.

ARTICLE IV - OFFICERS AND DUTIES

The officers of this corporation shall be elected from the corporate members who are eligible and actively officiating games at the KHSAA (high school) level and the positions shall be: President, President-Elect, Vice President, Secretary, Treasurer, and Sergeant at Arms.

PRESIDENT

The President shall preside at all meetings of the corporation and shall appoint all committees necessary to execute the policies and resolutions of the Board of Directors, and shall serve for one (1) year. The President shall represent the corporation at all functions at which attendance of the corporation is required. In the absence of the President, the President shall designate a representative to attend these clinics and/or meetings. The President shall have the power to sign checks or any other documents requiring the signature of an officer.

PRESIDENT-ELECT

The President-Elect shall assist the President and Vice President. The President-Elect will assume the office of President the following year.

VICE PRESIDENT

The Vice President shall perform all the duties of the President only when required to do so by the President, or when injury, disability, or absence of the President prevents the President from performing the presidential duties.

The Vice President shall also oversee technology communications for the Association to include a website and any other form of social media deemed appropriate. He will serve as the Committee Chairman for the committee if appointed by the President.

SECRETARY

The Secretary shall keep all minutes of the meetings and provide said minutes for approval at the succeeding Board of Directors meeting, maintain a list of members and shall advise the Board of Directors of any members who are delinquent in the payment of their dues.

The Secretary shall send (via e-mail and/or regular mail) a dues notice to all members at their last known address and/or e-mail address no later than February 15. The Secretary shall see all members are duly notified of all meetings and information, shall make those reports as hereinafter set out in these by-laws and shall perform any other such duties as may be assigned to the Secretary by the President of the Board of Directors.

The Secretary and Treasurer will communicate on a regular basis and the Secretary and President will be kept advised and updated as to all financial affairs of the corporation including all invoices to be paid and all monies received and paid.

TREASURER

The Treasurer shall dispense all monies pursuant to the resolution of the board of directors. The Treasurer shall also ensure that all invoices are paid to ensure accurate financials are current and up to date.

The Treasurer will also maintain one account, at an established banking institution, for the transaction of all financial business of the corporation and ensure that the President and President Elect are co-signors on such account.

The Treasurer will provide a written report at each Board of Directors meeting and shall perform any other such duties as may be assigned to the Treasurer by the President of the Board of Directors.

It shall be the responsibility of the out-going treasurer to secure all books, records, and money and transfer same and provide a full accounting of all accounts and monies to the in-coming treasurer no later than January 15 of the following year. The Treasurer shall prepare and present to the Board, at their first regular meeting after January 15, a profit and loss statement for the previous year, together with a proposed budget for the coming year.

SERGEANT AT ARMS

The Sergeant at Arms shall keep order at all meetings of the membership, shall act as parliamentarian when requested to do so by the President, shall take such steps as the Sergeant at Arms deems necessary to keep and maintain orderly conduct at all meetings, shall keep a record of all properties of the KFOA, shall keep a record of attendance and tardiness to all meetings, shall report to the Board of Directors all absenteeism or tardiness to meetings, and shall report to the Board of Directors any flagrant misconduct by any member. The Sergeant at Arms will be

responsible for notifying, in writing, any member who has had a change of status within the KFOA as a result of a suspension or other actions as determined by the Board of Directors.

VACANCY

In the event of a vacancy of any position in the Board of Directors, the Supervisor of Officials, or any of the officer positions, except the President-Elect, by death, resignation, suspension, or inability or refusal to perform those duties to which the person is elected or appointed, the President shall appoint a member in good standing of this corporation to serve in this vacancy until the next meeting of the Board of Directors. The said meeting of the Board of Directors shall be called within thirty(30) days from the date of the vacancy occurs and the Board of Directors shall, within that thirty(30) day period, elect a member in good standing to serve until the next election. In the event of a vacancy in the position of President-Elect, the Board of Directors shall, within thirty (30) days of the vacancy, call a general meeting to be held within sixty (60) days of the vacancy, to elect a person to fill the position of President-Elect. Nominations shall be taken from the members at each general meeting prior to the election, or if no such general meetings are scheduled, nominations shall be conveyed by the members to the President.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall consist of the elected officers of this organization and six (6) members elected from the corporate membership. There shall be elected three (3) directors to serve a term of two (2) years. No director may run for office while that person is serving as a director.

The Board of Directors shall have the power to act for the entire membership in any matter not contrary to Kentucky revised statutes, articles of the corporation, or these by-laws. The Chairman of the Board shall be duly elected president of the corporation.

The Board of Directors shall have the power to establish penalty or penalties for misconduct, breach of the by-laws or failure to comply with any duly passed resolution of the Board of Directors, or any other act of any member that tends to hold this organization and its members in disrepute, or any other act on which they may be empowered to act.

ARTICLE VI - COMMITTEES

Committees shall be appointed by the president pursuant to the power granted the president in Article IV.

Any committee which is functioning and which was appointed by the past president and shall have work to be completed, shall continue to function until its work is completed or is replaced by the incoming president.

A full listing of the various Committees and their comprised members shall be maintained on the Association's website and/or provided to the membership by or at the first general membership meeting of the year.

ARTICLE VII - QUORUM

A quorum for the conduct of business at any Board of Directors meeting shall be established when a majority of the members of the Board are present.

A quorum for the conduct of business at any general meeting of any class membership, except for Article XIV and Article XI, paragraph b, shall be a simple majority established by that number of persons present at the time announced for said meeting.

ARTICLE VIII - ELECTION

All officers, except president, and all members of the Board of Directors for the succeeding year or years, shall be elected at a meeting designated election meeting by the Board of Directors. All officers and directors shall begin their term of office on January 1 of the following year of election.

1. The President shall make an appointment of an election committee, of not less than three (3) members, the chairman of whom shall be the President-Elect, who shall screen the membership for candidates for the offices of President-Elect, Vice President, Secretary, Treasurer, Sergeant at Arms, and At Large members of the Board of Directors.
2. The election committee shall report to the Board of Directors and the general membership two (2) weeks prior to the meeting of the scheduled election, and report on the nominees for all offices. Further nominations may be made at that time from the floor by the membership.
3. Nominations shall close at the end of the meeting held two (2) weeks prior to the election meeting, and no further nominations shall be accepted.
4. The committee shall prepare a ballot which shall list the officers and nominees for each office.
5. The committee shall prepare the ballots for the election of officers and shall distribute the ballots to all members eligible to vote at the election meeting, shall tabulate the ballots, and certify the results to the Board of Directors.
6. Anyone not at the election meeting may vote by absentee ballot and it must be in the election committee's possession prior to tabulation of ballots. Absentee ballots shall be prepared and available by the committee

72 hours before the election. Each absentee ballot shall be cast personally by the member and sealed until tabulation.

7. Any member who is nominated for the position of officer or Board of Directors of this corporation does not need to be present on the night of election to be so elected.

ARTICLE IX - MEETINGS AND CLINICS

A. GENERAL

The meetings and clinics of this corporation shall be held as scheduled by the Board of Directors and the membership shall be notified by mail of this schedule at least one (1) month prior to the first scheduled meeting.

B. BOARD OF DIRECTORS

The Board of directors shall meet at any time upon the call of the President, or upon the request of three (3) members of the Board of Directors.

ARTICLE X - SUPERVISOR OF OFFICIALS

The Supervisor of Officials shall assign all members to games when requested to do so by the organization in accordance with the rules and policies of this corporation; shall see that the proper contracts are drawn up and properly signed by all parties, when required; shall keep a chart on officials showing the place and time they are to work. The Supervisor of Officials shall have full power and authority to represent this corporation at any meeting or gathering when approved or requested to do so by the president and within the guidelines as established by the Board of Directors. This position will be appointed by the Board of Directors to serve two (2) years and be paid a fee to be determined by the Board of Directors each year.

The supervisor of officials shall coordinate with the Assigning Secretary of the KHSAA in those areas regarding assignments which are not made at the direction of the KHSAA, training, and any other functions which may be compatible between the offices.

ARTICLE XI - PAYMENT OF DUES AND OTHER ASSESSMENTS

- A. Annual KFOA dues shall be established by the Board of Directors and shall become due and payable on March 15 of the current year. The members shall be notified of the amount of dues on, or about, February 15 of the current year. However, failure to receive said notice shall not waive the requirement to have dues current.
- B. Failure to pay dues on or before March 15 of the current year shall result in the following assessments:

1. From March 16 through and including March 31, the assessment shall be 50% of the dues for the current year.
 2. From April 1 through and including May 31, the assessment shall be 100% of the dues for the current year.
 3. From June 1 until paid, the assessment shall be 150% of the dues for the current year.
 4. The Board may review and act on any written request to waive any assessment on a case-by-case scenario. The written request must be received by March 15 of the current year. Requests received after March 15 will not be reviewed.
- C. Failure to pay the 100% applicable assessment and dues by the last day of April of the current year shall result in automatic suspension of the delinquent member. The automatic suspension will be immediately lifted once all delinquent dues and fees are paid in full.
- D. Any assessment except for social functions must have the approval of the majority of the corporate members at the time the assessment is voted upon, and the due date of such assessment shall be set at the time it is voted. Failure to pay the assessment by the prescribed time shall result in automatic suspension of membership from this corporation and the notice provision of Article XIII (B) (1) shall not apply.

ARTICLE XII – ASSIGNED GAME RATES

Game rates and expenses for all assignments shall be set by the Board of Directors, except whereas they are set by the KHSAA or other State Association.

ARTICLE XIII - DISCIPLINE AND DUE PROCESS

- A. A member of this organization may be disciplined by the Board of Directors:
1. For any act that the Board of Directors may investigate on their own under Article V.
 2. For any act reported to the Board of Directors or any written complaint made to the Board of Directors by any member for:
 - a. Conduct that tends to hold the organization or its members in disrepute, or is detrimental to this organization or its members.
 - b. Failure to comply with the by-laws.
 - c. Failure to comply with any duly passed resolution of the Board of Directors.
 - d. For any other act properly brought before the Board of Directors.

3. For the conviction or plea of guilty to any felony crime or crime involving the use or distribution of illegal drugs or illegal substance.
- B. The Board of Directors shall notify the member in writing:
1. Of all allegations or automatic suspension made against said member and shall furnish a copy of the written complaint or report.
 2. Shall schedule a hearing before the Board of Directors, stating date, time, and place of said hearing. Said hearing shall be within 10 days of the date of the notice, or if no meeting of the Board of Directors is scheduled within 10 days of the notice, then at a subsequently scheduled Board meeting as will be stated in the notice.
- C. Prior to rendering a decision on the allegation(s), the Board of Directors shall hear or review:
1. All parties hereto.
 2. All witnesses of either party.
 3. Review all exhibits as may be presented.
- D. The Board of Directors shall render a decision on the allegation(s) heard before it, and such decision shall be one of the following:
1. An acquittal of the allegation(s).
 2. A dismissal of the allegation(s) upon receipt of an acceptable excuse or defense.
 3. A finding of guilt punishable by:
 - a. Monetary fine and/or
 - b. Suspension for a defined time period or number of game assignments.
 4. Failure to pay a monetary fine within seven (7) days after the time has lapsed for noticing an appeal under Article XIII, Section F shall result in a suspension, the length of which shall be determined by the Board of Directors. The length of suspension hereunder may be appealed to the general membership, but not the original fine, for which the appeal time had lapsed. If so appealed, until the general membership has ruled on the suspension, the member shall remain suspended.
- E. The decision of the Board of Directors of any hearing held pursuant to Article XIII, section C shall be made in writing and furnished and/or mailed to the member within ten (10) days of the date of the hearing.

- F. Any member receiving a hearing pursuant to Article XIII, Section C herein, and receiving a decision pursuant to Article XIII, Sections D and E shall:
1. Have the right to appeal said action to the general membership.
 2. The decision to appeal to the membership shall be in writing and sent or delivered to the corporate secretary within seven (7) days of the date of decision of the Board of Directors under Article XIII, Section E herein.
 3. The appeal shall be the first order of new business at the next regular meeting of the membership, or the first order of business after a quorum of the membership is established, held at least two (2) days after receipt of appeal by the corporate secretary. If no quorum is attained, the appeal shall be passed to the next regular meeting.
 4. All final decisions of the Board of Directors pursuant to Article XIII, Section D (1), (2), and/or (3) are held in abeyance until after the appeal is determined by the general membership, except as provided in Article XIII, Section D (4).
- G. The procedure for the appeal shall be as follows:
- a. The person appealing the decision of the Board of Directors shall be the first party to present a case to the membership. The presentation shall merely be a summary of facts and evidence as submitted at the hearing, and a detailed recital of the Board's Decision.
 - b. A representative of the Board may rebut the member's presentation with a recital of the evidence and decision of the Board.
 - c. During the presentation of the facts by the member and/or the Board representative, the general membership may ask questions of the presenter.
 - d. The member appealing, and all Board members of the term in which the decision was made must be sequestered from the voting.
- H. The general membership shall hear the appeal and render a decision, by simple majority, on the merits of the Board's decision, with or without discussion, and such decision shall be one of the following:
1. To uphold the decision of the Board; or
 2. To overrule the action of the Board.

- I. Any members automatically suspended for failure to comply with the by-laws and/or resolutions shall have all rights to a hearing before the Board of Directors and an appeal to the general membership as set out herein.
- J. All notices or other material hereunder shall be mailed or emailed to the last address or email address furnished to the sergeant at arms herein.
- K. Any member who has been suspended may make application for reinstatement which shall be processed as any new application for membership. Such application for reinstatement shall not be filed until said member has complied with any decision of the Board of Directors.
- L. Any member who has been suspended for the failure to pay dues and the prescribed assessment, may be required by the Board of Directors to pay an assessment not to exceed 200% of the current dues, plus payment of current dues, before becoming eligible for reinstatement (this amount shall not exceed triple the amount of current dues).

ARTICLE XIV - AMENDMENT OF BY-LAWS

All proposed amendment or amendments to the by-laws must be tendered to the Secretary before the first scheduled meeting of September. The proposed amendment or amendments stand referred to the by-laws committee, who shall see that the proposed amendment or amendments do not conflict with other by-laws. Upon completion of investigation by the by-laws committee, the proposed amendment or amendments shall be referred to the general membership for vote.

Said vote on all proposed amendment or amendments shall be the first meeting in October. The Secretary shall notify the membership of the general nature of the proposed amendment or amendments the last meeting in September, and notice may be either oral or written.

For the proposed change to be adopted it shall be necessary for two-thirds of the eligible members voting at the time the vote is taken, to vote in favor of the proposed amendment or amendments. The effective dates of all proposed amendment or amendments passed shall be the following December 31st.

ARTICLE XV - RULES OF PROCEDURE

The rules of procedure governing all meetings of the corporation shall be the latest edition of "Robert's Rules of Order".