

# Bylaws of the Arizona Football Officials Association

## ARTICLE I

### Name and Offices

1. The name of this organization is the Arizona Football Officials Association (hereinafter referred to as “AzFOA” or the “Association”).
2. The Association shall have such offices as may from time to time be designated by the Board of Directors.

## ARTICLE II

### Purpose

1. Betterment of amateur officiating throughout the state of Arizona.
2. Promote the spirit of fair play and sportsmanship.
3. Maintain the highest standards of officiating.
4. Provide educational programs to advance the skills of amateur officials.
5. Work with sports administrators to provide qualified sports officials to officiate amateur sports.
6. Cooperate with the Arizona Interscholastic Association (AIA) on mutually agreed upon actions at the behest of the Commissioner of Officials.
7. Cooperate with other governing bodies associated with member’s sports officials.
8. Conduct programs to improve the relationship between coaches and officials, the public image of officials and the general welfare of members.
9. Cooperate with other organizations and/or persons for the purposes of the foregoing.
10. *The AzFOA is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.*
11. *Upon the dissolution of the AzFOA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.*

## ARTICLE III

### Membership

1. Membership in the Association is a privilege made available to eligible individuals and organizations.
2. Members shall support the purposes of AzFOA.
3. Members in good standing shall include the following:
  - 3.1. Individuals
    - 3.1.1. Any person eighteen (18) years of age or older, of honorable reputation and good moral character associated that is currently active in amateur sports officiating, who is registered with the AIA and/or College and/or Junior College athletic conference that is recognized by NCAA/NJCAA or similar organization as an official is eligible for membership in this association.
    - 3.1.2. Any person active in amateur officiating may or may not be a member of another association as approved by the Board of Directors.
    - 3.1.3. Annual dues are paid in full or have been waived by the Board of Directors.
  4. Auxiliary Member:
    - 4.1. Educationnel Institutions
      - 4.1.1. Primary and secondary schools listed in resources approved by the Board of Directors.
      - 4.1.2. Not-for-profit primary and secondary school districts and college and university systems.
    - 4.2. Organizations
      - 4.2.1. Not-for-profit organizations whose primary activities consist of providing ancillary to sports and/or officials.
      - 4.2.2. For Profit companies or organizations that engage in a business that provides ancillary goods and/or services to amateur sports or officiating.
    - 4.3. Retired persons who were at one time actively engaged in amateur sports officiating and designated as ‘Honorary Members’ by the AzFOA Board of Directors

## ARTICLE IV

### Members and Meetings

1. The President, with the approval of the Board of Directors, shall call the membership to the annual meeting of the membership held at an annual conference that may or may not be with or during another meeting or event.
2. The President, with the approval of the Board of Directors, shall call the membership into a special membership meeting upon the request of two thirds (2/3) of the entire Board of Directors or one-tenth (1/10) of the members in good standing.
3. Notice of every annual and special membership meeting shall be given or posted on the website to each member in good standing at such meeting not less than (30) days but not more than sixty (60) days, before the meeting. Notice of a special meeting shall state the purposes for which the meeting is called.

4. By a majority vote of the entire Board of Directors, the Board may postpone or cancel the annual membership meeting if events beyond the reasonable control of the Association make it impractical or illegal for the Association to hold such a meeting. Under such circumstances, the Board of Directors may direct the Secretary to send out an email informing voting members that voting will be by electronic means.
5. For a special meeting of the members, one-tenth (1/10) of all the members in good standing of AZAOA shall constitute a quorum for the transaction of business at this meeting.

## **ARTICLE V**

### **Discipline**

Any member of the Association may be censured, suspended or expelled by the Board of Directors with an affirmative vote equal to two-thirds (2/3) of the entire Board of Directors for failure to comply with the provisions of these Bylaws, the Statement of Principles of Good Practice, Association policies, or for other good cause. Any member proposed for discipline shall be provided due process in accordance with policies and procedures approved by the Board of Directors.

## **ARTICLE VI**

### **Dues**

The Board of Directors shall establish annual membership dues for Members and Auxiliary Members and categories thereof.

## **ARTICLE VII**

### **Affiliated Associations**

1. An affiliated association (“Affiliate”) is a separately incorporated or organized group that operates within an Affiliated Associations
2. An affiliated association (“Affiliate”) is a separately incorporated or organized group that operates within a defined geographic territory (as set forth in this Article VII) and is recognized by the Board of Directors and which engages in activities consistent with the mission of the AzFOA.
3. Affiliates shall have rights and privileges as set forth in these Bylaws and in policies and procedures approved by the Board of Directors.
4. The Board of Directors may grant Affiliate status to those organizations that meet, and continue to meet, the requirements set forth below and in the policies and procedures of AzFOA. An Affiliate must:
  - 4.1. Have six (6) or more voting members.
  - 4.2. Demonstrate that at least two-thirds (2/3) of the voting members in the proposed Affiliate support affiliation with AzFOA; use the words “AzFOA Affiliate”,
  - 4.3. Have as its President a voting member from that Affiliate.
5. Be established and operated under applicable laws as a separate, legal entity; and
6. Be organized and operated exclusively for Amateur Football and/or Sports Officials
7. Each Affiliate shall be separate and distinct from AzFOA. Neither the AzFOA nor the Affiliate is authorized to incur any liability, obligation, or expense on behalf of the other, or to represent to any third party that it is an agent of the other party. AzFOA and each Affiliate shall be responsible for its own liabilities, obligations and/or expenses.
8. At the AzFOA Board discretion, the Affiliate can be granted one seat on the AzFOA Board of Directors. If granted, the Affiliates Board Member shall be the President or designee.
9. Affiliates may be formed by regions within a state, states, or regions within the United States
10. There shall be no overlapping between or among the geographic territories of the Affiliates.
11. An Affiliate’s charter may be placed on probation, suspended or terminated for the Affiliate’s failure to comply with these Bylaws or Association policies or for other good cause by the Board of Directors with an affirmative vote equal to two thirds (2/3) of the entire Board of Directors. Any Affiliate proposed for probation, suspension or termination shall be provided due process according to policies and procedures approved by the Board of Directors.

## **ARTICLE VIII**

### **Board of Directors**

1. Members of the Board shall be appointed each year. The Governance and Nominating Committee shall provide a slate of Board candidates each year no later than 30 November for approval by the current Board of Directors.
2. An open meeting will be called by the President no sooner than t10 working days after 30 November or later than 31 December.

## **ARTICLE IX**

### **Board of Directors**

1. The Board of Directors of AzFOA shall have full power, direction, and authority over the affairs of the Association, except as provided in these Bylaws. The Board of Directors shall:
  - 1.1. Oversee the administration of the Association.
  - 1.2. Exercise financial stewardship over the Association.
  - 1.3. Determine the annual budget and establish annual membership dues.

- 1.4. Establish the fiscal year of the Association.
- 1.5. Establish and enforce policies and procedures of the Association.
- 1.6. Provide a proposed annual budget and anticipated changes to membership dues to the Assembly prior to Board adoption.
- 1.7. Elect Officers
- 1.8. Perform other duties as defined in these Bylaws.
2. Officers shall consist of the following persons:
  - 2.1. President,
  - 2.2. Vice President
  - 2.3. Secretary
  - 2.4. Treasurer
3. Board of Directors;
  - 3.1. The number of Directors shall be determined by the Board. The number of Directors shall be an odd number.
  - 3.2. A minimum of Seven (7) Directors shall comprise the Board of Directors.
  - 3.3. Appointed directors shall serve a 2-year term. Terms that will be staggered, an even number of Directors will be appointed in years that end in an even number and an odd number of Directors will be appointed in years that end in an odd number.
  - 3.4. Initial Director appoints will be comprised of three (3) Directors with a Two (2) year term and four (4) Directors with a one (1) year term. There after appointments will be two (2) year terms.
  - 3.5. Affiliates organizations shall have one (1) member of the Board as defined in Article IV.
4. The Officers and the appointed Directors must be AzFOA members or principal representatives of Affiliates organization members in good standing within AzFOA.
5. In the case of a Director that that has resigned or vacates for any reason their Director duties, the balance of an unexpired term of any appointed Director who is not an Officer shall be filled from persons eligible under these Bylaws. The unexpired term shall be filled by recommendation by the President, subject to approval by the Board of Directors, in a regular or special Board meeting.
6. The Board of Directors may designate one or more committees of the Board, each consisting of one or more Directors and chaired by a Director.
7. The Members in good standing shall have the right to recall an appointed Director with applicable state law. Members in good standing can submit a petition with signatures of ten percent (10%) of the members in good standing to the Board requesting a special meeting. The Secretary shall review the petition and confirm within ten (10) working days that the petition contains the required number of signatories to call a special meeting. The special meeting shall be called within ten (10) nor more than thirty (30) days after the petition has been confirmed by the Secretary. Any Officer or appointed Director proposed for removal shall be provided due process in accordance with policies and procedures approved by the Board of Directors. The removal of an Officer or appointed Director shall require an affirmative vote equal to fifty-one percent (51%) of the members in good standing in attendance of the special meeting.
8. The Board of Directors shall have the right to remove a Director appointed by the Board at any time.
9. Regular meetings of the Board of Directors shall be scheduled with no less than six (6) meetings each year.
10. The President may call a special meeting of the Board of Directors at any time. The President must call a special meeting of the Board of Directors upon the request of a majority of the members of the Board of Directors.
11. Notice of every special meeting of the Board of Directors shall be given to each Board Director at least forty-eight (48) hours before such meeting with notice posted on the website.
12. Any one or more Directors may participate and vote in a meeting of the Board by means of conference telephone or electronic means as approved by the Board of Directors.
13. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors consent in writing or by electronic mail. All written or electronic mail consents shall be filed with the minutes of the Board's proceedings.
14. A majority of the voting members of the Board of Directors shall constitute a quorum.
15. Appointed Board members are required to attend all scheduled Board meetings unless the President or Secretary approve the absence. If an Appointed Board member cannot attend a scheduled Board meeting, it is the responsibility of the Appointed Board member to notify the AzFOA President and/or Secretary by email/text prior to a scheduled meeting if they cannot attend.
16. An Appointed Board member is solely responsible to keep track of their approved and unapproved absences. The meeting minutes should include a note of Board members that have notified the AzFOA President and/or Secretary and have received an excused absence. The Board has the sole authority to determine if the absences is approved. An appointed Board member that has three (3) or more unapproved absences from scheduled meetings during a 12-month period, is subject to removal without notice from the Board by a majority vote of the Board members present at a meeting for abandoning their responsibilities to the membership and the Board.

## **ARTICLE X**

### **Board of Directors Eligibility, Nomination and Appointment Process**

1. Persons eligible for appointment to the Board of Directors must be AzFOA voting members in good standing or principal representatives of an AzFOA voting organization members in good standing.
2. No member shall serve simultaneously as an Officer, Director, or comparable position in both AzFOA and an Affiliate except as noted in the By-Laws.

3. In order to remain as an Officer or appointed Director, an incumbent must continue to be an AzFOA member in good standing or the principal representative of an AzFOA voting Affiliate member in good standing through his/her term of service.
4. The Governance and Nominating Committee shall provide a slate of one or more nominees for each appointed Director position to be filled. Further nominations may be made in accordance with these Bylaws. If one or more of the slated nominees withdraws before approval of appointment, the Governance and Nominating Committee may select another nominee for the slate up to the time of the special or open meeting for the approval of Board appointment nominees.
5. Members in good standing can submit to the Governance and Nominating Committee recommendations for Board appointment selections. Recommendation by the membership must be submitted no less than 5 working days prior to the scheduled open meeting.
6. Directors shall take office at the first Board meeting of the Calendar year or fiscal year after the year of their appointment and shall continue to serve until their successors are appointed and take office.
7. Officers shall be selected from the Board of Directors; Board members shall nominate persons for the office.
8. Officers will be elected at the first Board meeting of each calendar year.
9. Directors present at the meeting shall vote for Officers.
10. A majority of Directors present is required to for the election of the officer.

## **ARTICLE XI**

### **Officers**

1. The Board may appoint one or more current Board Directors to serve as secretary or treasurer, as necessary.
2. The President shall be the principal elected officer of the Association and shall:
  - 2.1. Call and preside over meetings of the Association, the Board of Directors, and the Executive Committee.
  - 2.2. Serve, along with the Chief Executive Officer, as the official spokesperson for the Association.
  - 2.3. Appoint eligible persons to replace any vacancies that occur in the committees of the Association during his/her term, subject to the approval of the Board of Directors, except as provided in these Bylaws.
  - 2.4. Appoint persons to serve on special committees, which shall include task forces, panels and other bodies, subject to the approval of the Board of Directors.
  - 2.5. Appoint an eligible person to replace a vacancy in an unexpired term of an Appointed Director who is not an Officer, subject to the approval of the Board of Directors.
  - 2.6. Serve as ex-officio, non-voting member of all committees except the Governance and Nominating Committee.

## **ARTICLE XII**

### **Committees**

1. There shall be the following standing committees for the operation of the Association:
  - a. The Finance Committee shall provide recommendations to the Board of Directors on financial and budgetary policies and issues, and on the annual budget.
  - b. The Governance and Nominating Committee shall recommend amendments to the Bylaws and other governing documents for submission to the membership, subject to the approval of the Board of Directors. This committee shall conduct and oversee all voting as noted in the By-Laws. The committee will also review all other proposed amendments to the Bylaws and other governing documents provide recommendations to the Board of Directors. The Governance and Nominating Committee shall nominate a slate of one or more nominees for each appointed position on the Board of Directors to be appointed for such year. The committee shall make recommendations to the Board of Directors regarding membership criteria. The committee shall oversee a process to ensure that governing documents of the Affiliates meet AzFOA requirements.
2. The Board of Directors may create or dissolve other committees or special committees as it deems necessary to conduct the work of the Association.
3. Each standing committee of the Association shall consist of AzFOA members in good standing including the chair, all of whom are appointed by the appropriate Officer as specified in these Bylaws and approved by the Board of Directors except as described below.
4. The Governance and Nominating Committee shall include two (2) current Directors and/or members in good standing, appropriate Officer as specified in these Bylaws and approved by the Board of Directors. The AzFOA President and Vice President are prohibited from being a member of the Governance and Nominating Committee
5. The Board of Directors may remove any member of a committee with a majority vote except the Finance and Governance and Nominations Committees will require a seventy-five percent (75%) vote of the Board of Directors.

## **ARTICLE XIII**

### **Parliamentary Authority**

The latest edition of *Robert's Rules of Order* shall govern all meetings of AzFOA when they are not inconsistent with these Bylaws and any special rules of order the association may adopt.

## **ARTICLE XIV**

### **Notices**

The *AzFOA Website*, or any successor website/publication, shall be the publication for official notices of the Association and may print or electronically transmit to all members official notices of the Association. In addition, notices of and concerning Board,  
Enacted October 2023

Membership and general member meeting meetings and other Association business may be transmitted to members and delegates by electronic means unless only a Director's, member's or delegate's postal mailing address or facsimile number is on record with AzFOA, in which event USPS First Class mail or facsimile number may be used.

## **ARTICLE XV**

### **Amendments**

These Bylaws may be amended by a two-thirds (2/3) vote of the AzFOA Board of Directors, provided a quorum is present as specified in these Bylaws, and notice of any proposed amendment has been given to each member not less than ten (10) working days, but not more than sixty (60) days prior to the date of such meeting or the final vote count.

## **ARTICLE XVI**

### **Indemnification**

AzFOA shall indemnify any persons who are serving or have served as AzFOA Officers, Directors, employees, agents, or other persons who are or have served at AzFOA's request as Officers, Directors, employees, or agents of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law. AzFOA may purchase and maintain insurance for the purpose of indemnifying persons pursuant to this Article.

## **ARTICLE XVII**

### **Intellectual Property**

The use of all AzFOA intellectual property, including but not limited to the Association's name, acronym, logo, membership list(s), website and videos shall be determined by policies and procedures adopted by the Board of Directors.