

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.

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. Voting members 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 that may or may not be a member of another association as approved by the Board of Directors.
4. Non-voting members shall include the following:
 - 4.1. Educational 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

Member Voting and Meetings

1. Only voting members in good standing shall be entitled to vote. Each member, so entitled to vote, may vote by electronic means if available, in person or by proxy properly executed by the member. Voting may be either by electronic means if available, in person/proxy as designated by the Board of Directors for the election. Proxy shall specifically identify the meeting at which the proxy may be used if voting is NOT conducted by electronic means.
2. 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.
3. 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 entitled to vote. The Board of Directors may determine that a special meeting shall be conducted using a special proxy ballot. In such case, the AZFOA shall prepare and distribute, by mail, electronic transmission, facsimile or other reasonably acceptable method, proxy ballots to all voting members. Proxy ballots shall be distributed not less than thirty (30) and not more than sixty (60) days prior to the date of the final vote count.

4. Notice of every annual and special membership meeting shall be given to each member entitled to vote 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.
5. 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.
6. One-tenth (1/10) of the voting members of AZFOA entitled to vote and registered at the national conference on the close of registration the day preceding the annual membership meeting shall constitute a quorum for this meeting.
7. For a special meeting of the members, one-tenth (1/10) of all the members of AZAOA entitled to vote shall constitute a quorum for the transaction of business at this meeting. In the event of a special proxy ballot, one-tenth (1/10) of all voting members of AZFOA must return a ballot in order to constitute a quorum.

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 voting and nonvoting members and categories thereof.

ARTICLE VII

Affiliated Associations

1. An affiliated association ("Affiliate") is a separately incorporated or organized group that operates within a 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 1 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

Presidents' Council

1. There shall be a Presidents' Council comprised of the Presidents and a minimum of one additional Affiliate's officer Affiliates once more than 5 recognized affiliates are in good standing with the AZFOA.
2. The purpose of the Presidents' Council shall be to serve as a forum to facilitate communication between AZFOA and the Affiliates, and among the Affiliates.

3. The Presidents' Council shall be chaired by the President of an Affiliate association, who shall be referred to as the Presidents' Council Coordinator and shall serve a one-year term. The Presidents' Council Coordinator must be a voting member or principal representative of an AZFOA voting institution or organization member in good standing with AZFOA.
 - 3.1. The Presidents' Council Coordinator shall preside over meetings of the Presidents' Council and shall serve as an ex-officio, voting member of the Board of Directors.
 - 3.2. The Presidents' Council shall annually elect a Coordinator-Elect who will automatically succeed to the position of Presidents' Council Coordinator at the end of the term of the current Presidents' Council Coordinator.
 - 3.3. In the event the Council Coordinator cannot complete his/her term, the Coordinator-Elect shall succeed to the position of Council Coordinator and serve the unexpired term of the former Council Coordinator, and then a full term as Council Coordinator.
 - 3.4. In the event the Coordinator-Elect cannot complete his/her term, the Presidents' Council shall elect a new Coordinator-Elect.

ARTICLE IX

General Election of Board of Directors

1. Members of the board shall be elected to two year terms. The board shall determine the designated areas represented on the board and the apportionment of board members within each designated area. Board members shall represent and advocate for members within the designated area they represent.
2. Elections shall be held annually via electronic means with no less than 10 days for voting and completion prior to October 31 of each year. Terms shall be staggered so that all board members representing a designated area are never up for reelection in the same year. Newly elected board members shall be announced on or before the first Board meeting of the calendar year and shall take their places on the board at the first meeting of the year following their election.

ARTICLE X

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
 - 3.2. A minimum of Fifteen (15) Directors elected by voting members
 - 3.3. Affiliates organizations shall have one (1) member of the Board as defined in Article IV.
4. The Officers and the elected Directors must be voting members or principal representatives of Affiliates organization members in good standing within AZFOA.
5. Appointed Directors as determined by the Board of Directors shall serve for a one year term.
6. The balance of an unexpired term of any elected Director who is not an Officer shall be filled from persons eligible under these Bylaws. The unexpired term shall be filled by appointment by the President, subject to approval by the Board of Directors.
7. 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. Except for the Executive Committee (as described in Article XII), Board committees shall be advisory and not have any of the authority of the Board of Directors.
8. The voting members shall have the right to recall an elected Director from their area in accordance with applicable state law. Any Officer or elected 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 elected Director shall require an affirmative vote equal to two thirds (2/3) of the area voting members.
9. The Board of Directors shall have the right to remove a Director appointed by the Board at any time.
10. Regular meetings of the Board of Directors shall be scheduled with no less than eight meetings each year.
11. 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.

12. 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.
13. 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.
14. 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.
15. A majority of the voting members of the Board of Directors shall constitute a quorum.

ARTICLE XI

Board of Directors Eligibility, Nomination and Election Process

1. Persons eligible for election 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 elected Director, an incumbent must continue to be an AZFOA voting 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 elected 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 the election, the Governance and Nominating Committee may select another nominee for the slate up to the time of the election.
5. Write-in candidates will be permitted on the election ballot.
6. A plurality vote shall determine the winner of an election. In the case of a tie, further balloting shall be conducted to break that tie.
7. Directors shall take office at the first Board meeting of the Calendar year after the year of their election and shall continue to serve until their successors are elected and take office.
8. Officers shall be selected from the Board of Directors, Board members shall nominate persons for the office.
9. Officers will be elected at the first Board meeting of each calendar year.
10. Directors present at the meeting shall vote for Officers.
11. A majority of Directors present is required to for the election of the officer.

ARTICLE XII

Executive Committee

There shall be an Executive Committee, which subject to the limitations set forth by law and these Bylaws, may exercise the authority of the Board in between Board meetings. The Executive Committee shall be chaired by the President and shall include at least 1 other Officer and the chairs of all Board committees.

All actions by the Executive Committee shall be reported in full to the Board of Directors as soon as practicable.

ARTICLE XIII

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 at 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 elected Director who is not an Officer, subject to the approval of the Board of Directors.
 - 2.6. Serve as an ex-officio, non-voting member of all committees except the Governance and Nominating Committee.

ARTICLE XIV

Chief Executive Officer

At the discretion of the Board, a Chief Executive Officer may be employed by the Board of Directors to conduct the business of AZFOA and to administer its headquarters office in accordance with policies and procedures established by the Board of Directors. The Chief Executive Officer's employment or dismissal and all matters related thereto shall require a majority vote of the entire Board of Directors. The Chief Executive Officer shall serve as an ex-officio, non-voting member of the Board of Directors, Executive Committee and all committees except Governance and Nominating Committee.

ARTICLE XV

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 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 provide recommendations to the Board of Directors. The Governance and Nominating Committee shall nominate a slate of one or more nominees for each elected position on the Board of Directors to be elected for such year, and at the direction of the Board may appoint the Chief Teller and assistant Chief Teller. The committee shall make recommendations to the Board of Directors for 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 standing or special committees as it deems necessary to carry out the work of the Association.
3. Each standing committee of the Association shall consist of AZFOA voting members 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 three current Directors and/or voting members appropriate Officer as specified in these Bylaws and approved by the Board of Directors.
5. The Board of Directors may remove any member of a committee.

ARTICLE XVI

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 XVII

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, 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 XVIII

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) days, but not more than sixty (60) days prior to the date of such meeting or the final vote count.

ARTICLE XIX

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 XX

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.

Enacted 29 February 2016 – effective 14 March 2016