

ATHLETIC OFFICIALS ASSOCIATION OF AMERICA, Inc.

CONSTITUTION AND BY-LAWS

Article I

Name

This organization shall be known as the **Athletic Officials Association of America, Inc.** In this Constitution the organization is referred to as the **Association**. The approved abbreviation of the Association is A.O.A.

Article II

Objective

The objective of this Association shall be the general betterment and advancement of officials and officiating through the clarification and interpretation of the rules of athletic games; the training of officials for this specialized work and, when requested, the assigning of officials to games to complete the training process.

Article III

Board of Directors

Section 1. Overall management of the Association shall be vested in a Board of Directors. The Board of Directors Officers shall consist of a Chairman, a Vice-Chairman, a Secretary, and a Treasurer.

Section 2. Board of Directors membership consists of the following elected Division Officers: Each active Division's President, Vice-President, Secretary-Treasurer, and three Board of Directors Members. Only these Division officers are permitted to vote on the business that comes before the Board of Directors.

Section 3. The Board of Directors shall meet semi annually. The primary annual meeting shall be held in May, the secondary meeting shall be held in October. Any business that is pertinent to the Association may be brought up and acted upon at these meetings.

Section 4. At the primary annual meeting the newly elected Board of Directors members shall meet and from among its members elect the new Board of Directors Officers.

- A. In order to be eligible to be elected as an Officer of the Board of Directors, each nominee must belong to and be an active member of each Division for which they are an active licensed official. Nominees may belong to other associations, but in order to hold a Board of Directors Office, their primary association must be the Athletic Officials Association.
- B. Division Officers that do not meet these requirements may still serve on the Association Board of Directors but they may not be elected as a Board of Directors Officer.

Section 5. Board of Directors Officers terms shall begin with their election at the primary annual meeting. This term shall end at the conclusion of the next primary annual meeting following their election. The newly elected Board of Directors officers, with the assistance of the previous officers, shall jointly conduct the business of the annual meeting.

Section 6. In the event that the office of the Chairman of the Board of Directors is vacated, during the term of office, the Vice-Chairman shall succeed to the office of Chairman. If any

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other vacancy occurs during the term of any office of the Board of Directors a current member of the Board of Directors shall be elected to that office at the next scheduled Board of Directors meeting or at a special meeting called for that purpose.

Section 7. The Chairman, or in the Chairman's absence, the Vice-Chairman, shall preside at all meetings. In the absence of both, the presiding officer shall be chosen by majority vote of the members present at the Board of Directors meeting.

Section 8. If a majority of the eligible members of the Board of Directors are present that shall constitute a Quorum for the transaction of business of the Association.

Section 9. The Secretary shall be responsible for conducting all Board correspondence, providing a meeting agenda, recording meeting minutes, issuing Board notices, keeping a roll of members, furnishing information to any member of the Board upon request. They may also discharge such other duties as belong to the office or are assigned to the Secretary by the Board.

Section 10. The Treasurer shall maintain a current record of the finances of the Board of Directors of the Association, collect the per capita tax from the Secretary-Treasurer of each Division, and disburse funds only on vouchers submitted by the Secretary and approved by the Chairman. The Treasurer shall deposit the funds of the Board of Directors in a bank or trust company approved by the Board. All checks issued by the Board of Directors shall bear the signature of the Treasurer. The Board or a Committee appointed by the Board shall examine the Treasurer's accounts at the annual meeting.

Section 11. In the furtherance, and not in limitation of the powers conferred by statute, the Board of Directors are hereby expressly authorized to:

- A. Exercise, fulfill and execute every volition and act necessary and proper to carry out and effect the realization of the nature of the business and the full powers of the Association as indicated in this Constitution and its By-Laws.
- B. Authorize the collection and expenditure of Association funds.
- C. At the annual meeting, based on the reports of the Budget Committees, the Board shall fix each Divisions' initiation fees and annual dues.
- D. If needed, assess a per capita tax for each Division. The per capita tax shall be paid to the Treasurer of the Board of Directors of the Association not later than the Division's annual meeting date.
- E. Review and approve Division plans for meetings and other Division related activities. Set dates for Board of Directors meetings.
- F. Create new divisions and branches of divisions from time to time, as they may deem necessary or advisable.
- G. They may make affiliations and working agreements with other organizations of a kindred nature and purpose that, in its judgment, it may deem fit for the good and welfare of the Association.
- H. The Chairman of the Board of Directors shall ensure that the Association maintains a current, valid registration with the Office of the Secretary of State of Illinois as a **General Not For Profit Corporation**.
- I. In the event of any question arising on any matter not specifically covered by the Articles of Incorporation, this Constitution and By-Laws, the action thereon by the Board of Directors shall be conclusive.

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Article IV

Divisions

Section 1. Each Association Division shall be created for the purpose of supporting a particular sport.

Section 2. Division officers shall be a President, a Vice-President, a Secretary-Treasurer, three Board of Directors members and three Associate Board of Directors members.

Section 3. The Division President, Vice-President, Secretary-Treasurer and Board of Directors members upon election shall represent their Division on the Association Board of Directors.

Section 4. The Division President or in the President's absence the Division Vice-President, shall preside at all meetings of the respective Divisions. In the absence of both the President and Vice-President, the members present at the Division meeting shall choose the presiding officer.

Section 5. Each Division shall have its own Treasury. The funds for each Division shall be made up of initiation fees; dues and other funds authorized to be collected by the Board of Directors.

Section 6. The Secretary-Treasurer of each Division shall collect all moneys and dues and disburse funds on vouchers approved by the Divisions; keep a list of members in good standing; provide a list of all suspended members to the Division Officers and Membership Committee members. The Secretary-Treasurer shall have a financial report available at each Division meeting of all moneys collected and expended to date. The Secretary-Treasurer shall deposit the funds of the Division in a bank or trust company approved by the Board of Directors. All checks issued by the Division shall bear the signature of the Secretary-Treasurer. The Board of Directors or a Committee appointed by the Board shall examine the Secretary-Treasurer's accounts at the annual meeting.

Section 7. Division officers, Directors and Associate Directors shall serve as members of the Division Budget Committee.

Section 8. Associate Directors shall assist in the preparation of Division rosters, budgets and other related duties as may be authorized or requested by the Division President. They shall attend Board of Directors meetings as non-voting members.

Section 9. By two-thirds vote a Division may place a limit on its Active Membership. The Board of Directors must then approve this limitation. In the event that the membership of a Division is filled, new applicants shall be placed on a waiting list in order of acceptance. New applicants will be accepted as vacancies occur.

Section 10. Each Association Division shall be responsible for developing the criteria for selecting, ranking and assigning their Division members to the Illinois High School Association Top 15 officials list for their respective sport. The Division President shall be responsible for determining that the Division selection criteria were followed and that the Top 15 List was communicated to the Illinois High School Association.

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Article V

Election of Officers

Section 1. At a regular Division meeting, held at least two weeks prior to the final meeting of each Division, nominations for officers of the Division and Division representatives to the Board of Directors of the Association, shall be declared in order. At least one week prior to the final Division meeting a list of nominations so made shall be mailed to every active member of the Division then in good standing.

- A. In order for a member to be eligible for nomination as an officer or Director from a Division, the nominee must be an active member in good standing and must have attended at least sixty percent of the scheduled meetings of the Division that season.
- B. If the member has been prevented from attending the required number of meetings of the Division by employment requirements, sickness or injury, the member is still eligible for nomination. Their eligibility is maintained providing the attendance sheets of the Division show that said member has attended sixty percent or more of the meetings while the member was in good health or not missing due to employment requirements.
- C. The attendance sheets maintained by the Division Secretary-Treasurer shall be the official records.

Section 2. Only persons nominated in accordance with Article V may be placed on the ballot and voted upon for the purpose of holding office in the Association.

Section 3. No person shall be nominated for more than one office in a Division.

Section 4. Division Presidents shall not be permitted to succeed themselves more than twice.

Section 5. At the final Division meeting, a Division President, a Vice-President, a Secretary-Treasurer, three Directors and three Associate Directors shall be voted on and elected. Their term of office shall begin at the conclusion of the annual meeting at which they were elected, it shall continue for a period ending with the election of new Division officers at the next annual meeting.

Section 6. Division representatives to the Board of Directors shall be elected by ballot. Each active member shall be entitled to vote for a maximum of six Directors. The three candidates receiving the highest quantity of votes shall be declared elected as Board of Directors members and the three candidates receiving the next highest quantity of votes shall be declared elected as Associate Directors.

Section 7. Division Members are not permitted to cast either multiple or fractional votes for Directors.

Section 8. Division Members may vote either in person or by absentee ballot.

Section 9. In the event of a vacancy in the Presidency of a Division, the Division Vice-President shall assume the office of President. Any other vacancy occurring during the term of an elected Division office shall be filled by appointment by the President of the Division.

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Article VI

New Divisions

Section 1. New Association Divisions shall be created in the following manner. A Committee shall be appointed by the Board of Directors to investigate the conditions existing in the sport. The Committee will report to the Board of Directors on the result of their investigation along with a recommendation. If circumstances warrant, the Board of Directors may then create a temporary Division and appoint temporary officers.

Section 2. When a temporary Division is, in the opinion of the Board of Directors, entitled to become a permanent Division, the Board of Directors may declare it so. The Board of Directors shall then fix the date for the annual Division meeting; specify the initiation fee, dues and per capita tax for the ensuing year. The members of the new Division, at their annual meeting, shall thereafter elect the officers of the new Division.

Section 3. If, after a reasonable interval, a temporary Division fails to become a self sustaining Division, the Board of Directors shall rescind its action and dissolve the temporary Division.

Article VII

Membership

Section 1. Association Members must meet the following general requirements:

- A. Apply for membership by completing an application for the Division in which membership is sought.
- B. Applicants must either be licensed or seeking licensing with the Illinois High School Association in the sport in which Division this person seeks membership.
- C. The applicant agrees to abide by this Constitution and By-Laws.
- D. Divisions are authorized to specify additional active member requirements.

Section 2. Membership Classes:

- A. There shall be two classes of membership; Active and Honorary.
- B. Active members shall be defined as:
 1. Applicants who have had their Application accepted by a Division.
 2. All members who have paid their Division dues by the specified date.
 3. All members who have attended a Division specified percentage of the scheduled Division meetings.
 4. All members who have taken the prescribed Illinois High School Association sport examinations for the Division.
 5. All members who are members in good standing of the Illinois High School Association.
 6. All members who, if not at the rank of Certified, are making a bona fide attempt to reach that goal.
- C. Active members shall be entitled to vote at all times.
- D. Honorary members are defined as those members who have honorably distinguished themselves in athletics and who no longer wish to remain as active members. Each Division is entitled to propose the names of members to be appointed as Honorary members. By a unanimous vote of the Board of Directors they shall appointed as Honorary Association members.
- E. Honorary members shall not have the right to vote nor shall they be required to pay Division dues.

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Section 3. Membership in one Division shall not be transferable to other Divisions of the Association. Members may hold office in multiple Divisions of the Association.

Section 4. Association Members are defined as Independent Contractors. Members shall not be considered as employees of the Association.

Section 5. The Association shall not be responsible for employment tax withholding, unemployment insurance, social security taxes, workers' compensation or similar employee-like benefits.

Article VIII

Initiation Fees and Dues

Section 1. The Board of Directors shall approve the initiation fees, for each Division. The initiation fee must accompany the application for membership. In the event an applicant should be rejected for membership, the full initiation fee shall be returned.

Section 2. Division dues shall be specified and approved by the Board of Directors. Division dues are due and payable on the date specified by the Board.

Section 3. Failure by a member to pay Division dues, on the date specified shall place the individual's membership in jeopardy and subject to review by the Division. If, in the opinion of the Division, extenuating circumstances warrant it, relief may be granted.

Section 4. A membership card shall not be issued nor shall the right to vote or be nominated to office be provided until full payment has been made of the dues and initiation fees to the respective Division for the current season.

Article IX

Resignation/Suspension/Termination of Members

Section 1. Resignation of Association membership shall be made in writing to the appropriate Division Secretary.

Section 2. A member may be suspended by vote of either the Division or the Board of Directors for violation of any the requirements specified in Article IX, Section 3. Suspension shall be defined as deprivation of all active membership privileges. In the event of a violation of membership requirements that member shall not be allowed to attend the annual meeting of the Division until the violation is removed.

Section 3. Suspension may result from any of the following events:

- A. Non-payment of Division dues.
- B. Failure to fulfill the active membership requirements specified in Article VII.
- C. Failure to fulfill any additional Division specified active membership requirements.
- D. Conduct unbecoming an Association member.

Section 4. A member, who has been suspended, may either remove the reason for the suspension or file an appeal citing extenuating circumstances. Filing an appeal of suspension shall entitle the member to retain all rights belonging to their current status. The member shall retain these rights until the annual meeting of the Division. At that time the member's appeal will be presented to the Division officers. The Division officers will then vote to accept or

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reject the appeal. If the appeal is rejected the member shall be terminated. The Board of Directors shall be required to review all Division suspensions at the next annual meeting.

Section 5. Termination is defined as final separation from the Association.

Article X

Order of Business

Section 1. Roberts Rules of Order shall be used to govern the conduct of all Association meetings and business.

Section 2. A Quorum, for a Division meeting, shall consist of at least twenty percent of the Division membership but not less than ten active members.

Section 3. Regular meetings of all Divisions, including their annual meetings, shall be held on dates designated by the respective Divisions at the annual meeting of the Board of Directors.

Section 4. Special meetings of the various Divisions, may be called by the Division Secretary-Treasurer at any time upon request of the Division President, or on the written request of twenty percent of the members of any Division. The request must state the purpose of the special meeting. The Secretary-Treasurer shall mail a notice, stating the purpose of the special meeting, to the Division members at least ten days before the date of the meeting. No other business shall be considered or transacted at a special meeting called under this provision.

Section 5. A special meeting of the Board of Directors may be held at the call of the Chairman of the Board of Directors or at the written request of four members of the Board of Directors for any purpose. The Secretary shall mail a notice, stating the purpose of the special meeting, to all Board of Directors members at least ten days before the date of the meeting. No other business shall be considered or transacted at a special meeting called under this provision.

Article XI

Committees

Section 1. Special or temporary committees may be created at any time for any authorized purpose. These committees may be created either by the Chairman of the Board of Directors, when the committee is to act for the Association as a whole or by a Division President, when the committee is to act for a specific Division. Committees formed under this provision shall elect their own Chairman.

Section 2. All expenses incurred by a committee shall be itemized and presented to either the Board of Directors or Division that authorized the committee. Before payment the itemized bill shall be reviewed and approved by the Chairman or Division President that authorized the committee.

Section 3. There shall be the following Division Standing Committees: Assignment, Interpretation, Budget and Membership.

Section 4. Division Assignment and Interpretation Committees shall either be appointed or reconfirmed at the annual meeting of the Board of Directors.

Section 5. The Division Membership Committee shall be appointed by the Division President and it shall consist of active members of the Division.

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Section 6. Duties of the Division Standing Committees shall be as follows:

- A. Assignment Committees are responsible for assigning officials to all games turned over to their Division. All members of the Association shall list their open and closed dates with their Assignment Committee Chairman. Assignment Committee Chairmen are authorized to enlarge their Assignment Committees as needed.
- B. Interpreters are responsible for providing interpretation assistance to the Division members. Each Division Interpreter shall register, if applicable, with the Illinois High School Association as the Part II examination supervisor for the Division.
- C. Division Budget Committees are responsible for the preparation of proposed division budgets for the ensuing year. Budget Committees shall meet within the six weeks prior to the date for the annual meeting of the Board. The proposed Division budgets should be based on the previous year's experience and the Division's plans for the following year.
- D. Membership Committees shall accept applications for Division membership. They shall supervise the activities of new members. Membership Committees shall designate those new members who have failed to meet Division requirements. The Division Presidents shall send written suspension notices to those new members who have failed to meet requirements.

Article XII

Representatives or Delegates

Section 1. In the event that the Association sends a representative or a delegation to any meeting, conference or convention, where the expenses of the trip are to be borne by the Association, the representative or delegation shall be appointed by the Board of Directors. The representative or delegation must provide the Board, upon their return, with an itemized statement of their expenses.

Section 2. In the event that a Division sends a representative or a delegation to any meeting, conference or convention, where the expenses of the trip are to be borne by the Division, the representative or delegation shall be appointed by Division. The representative or delegation must provide the Division, upon their return, with an itemized statement of their expenses.

Article XIII

Amendment Adoption Procedures

Section 1. Proposed amendments to the A.O.A. Constitution and By-Laws must be submitted in writing to the Board of Directors at the spring Board of Directors meeting. After discussion the Board of Directors will vote whether or not to support the proposed amendment. A simple majority is needed to consider a proposed amendment.

Section 2. A copy of the proposed amendment that was voted to be considered must be sent to all active members in good standing of each division. A copy of the existing constitution must also be included in this mailing. All divisions will have until the next spring Board of Directors meeting to schedule a division meeting to discuss and vote on the proposed amendment if the officers of the division deem it necessary. The proposed amendment will be voted on by the Board of Directors at the next scheduled Board of Directors meeting.

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Section 3. The proposed amendment will be adopted if it is approved by a two-thirds vote of the Board of Directors present at this meeting. If a board member is absent from this meeting, he or she may choose to submit their vote in writing or by messenger. Adopted Amendments to the Constitution become part of the Constitution and take effect at the conclusion of this meeting.

Article XIV

Adoption Procedures

Section 1. This Constitution shall take effect immediately upon ratification by the existing Divisions of the Association and the final approval by the Board of Directors.

Section 2. Prior to the ratification meeting, copies of the Constitution shall be made available to all Division members. A Quorum for a ratification meeting shall consist of thirty percent of the members of a Division. In order for this Constitution to be ratified, a two-thirds majority vote of those present shall be required.

Section 3. Upon initial ratification by a Division, that Division shall then nominate and elect its officers and conduct its business as herein described.

Article XV

Hall of Fame Procedures

Section 1. At the Spring Board of Directors meeting, the board will select a Hall of Fame Committee. This committee will consist of a single Athletic Officials Association (A.O.A.) member, from each active division.

The President of each Division shall nominate a member in good standing from their Division to serve on the committee. This person should preferably be a senior member of the Division and one not currently serving as an officer of any Division or on the Hall of Fame Ballot.

The Board of Directors will then approve the members of the committee by a simple majority. The Chairman of the Board shall appoint one of the committee members as the Chairperson.

Section 2. The Hall of Fame Committee shall meet on or before September 1st of each calendar year, on a date determined by the committee chair. The itemized cost associated with this meeting shall be submitted to the Chairman of the Board. When approved by the Chairman of the Board it shall be submitted to the Board of Directors Treasurer for reimbursement.

At this meeting, each committee member shall nominate an eligible member from their Division for the Hall of Fame. The committee as a whole shall then nominate a single Non-A.O.A. member to appear on the ballot as an Honorary Hall of Fame member. If the committee is unable to reach an agreement on the Honorary nominee, the final decision shall rest with the committee chair.

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The committee chair shall then mail the ballot, listing the nominated members from the active Divisions and the one honorary nominated nonmember, to every eligible voting member of the A.O.A. Board of Directors. This mailing should occur no later than September 15th of that calendar year.

Voting board members should return their ballots to the Hall of Fame Committee Chair no later than October 1st of that calendar year. If the Hall of Fame Committee Chair does not receive a Hall of Fame ballot from a Board member, the chair should make attempts to contact said person in order to record their votes verbally.

The Hall of Fame Committee Chair shall then tally the votes and present the results to the A.O.A. Board of Directors at the fall Board of Directors meeting.

The Chairman of the Board will certify the results and the President of each Division will be notified as to which members from their Division have been selected for that year's Hall of Fame. The President will also be notified if the Honorary Hall of Fame member that was selected is from their Division.

Section 3. All Past Athletic Official Association award winners shall automatically be included on the first Hall of Fame Ballot.

The first Hall of Fame Committee shall be able to nominate as many members and non members as it deems necessary. The voting criteria will be as prescribed in the Hall of Fame Procedures.

Section 4. For A.O.A. Members the requirement is that they have been a member in good standing of a Division for at least 10 years. Past members that meet these conditions may also be considered. The following items are not a requirement but should be taken into consideration by the Hall of Fame Committee when selecting a nominee:

- Member service as a Division officer or Board member and for how long.
- Member in good standing with the IHSA.
- Member participation in the IHSA playoffs and maximum level obtained.
- Member contributed positively to the A.O.A., officiating, high school sports, for the body of their career.
- Member promoted officiating and the A.O.A. through their actions for the body of their career.
- Member should be well respected by fellow members, other officials, coaches, school administrators.

There is no specific requirement for an honorary non-member but the following items should be considered by the Hall of Fame committee when selecting a nominee:

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- Did the person have a significant impact on high school sports, officiating, the A.O.A. or all items?
- Did the person serve their sport, officiating, the A.O.A. and the community in a positive manner throughout the body of their work?
- Is the person well respected by A.O.A. members, other officials, coaches and school administrators?

Each successful nominee shall remain on the ballot for 5 years from the time they are last nominated. If a nominee is removed from the ballot due to reaching the 5 year limit, they may be re-nominated through the normal nominating process.

Section 5. Each eligible voting member of the A.O.A. Board of Directors will receive a Hall of Fame ballot listing A.O.A. members nominated for the Hall of Fame and Non-A.O.A. members nominated for the Honorary Hall of Fame.

Voters may vote for as few or as many Hall of Fame ballot nominees as they see fit. All Hall of Fame ballot nominees must pass through the prescribed Hall of Fame nomination procedure. Write in nominees are not permitted.

In order for a nominee to be selected to the Hall of Fame, they must receive at least two-thirds of the votes cast or recorded.

Article XVI

Observer Program

Section 1. Each active Division of the Athletic Officials Association, Inc. (A.O.A.) shall design and implement an Officials Observer program. Observers shall be appointed using Certified level Association members that have either worked at the NCAA, Professional or the I.H.S.A. State Tournament Series level. Observers must be in good standing with both the Association and the I.H.S.A. as either active or in-active officials.

Section 2. The observer shall attend a game, match or other contest that the official to be observed has been assigned to officiate. The observer shall record their observations on a Division designed Officials Evaluation form. The completed Officials Evaluation forms shall be shared with the official(s) being observed. A copy of each completed Officials Evaluation form shall be retained by the Division.

Section 3. It is recommended that each first year member of the Association, regardless of level, be observed within one year of becoming an Association member. Following that, it is recommended that all Association Registered level officials be observed once every three (3) years. It is recommended that all Association Recognized and Certified level officials be observed once every five (5) years.

Section 4. Observers shall be paid a stipend by their Division. The amount of the stipend shall be determined by the Division Officers.

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Section 5.

Division appointed observers are Independent Contractors and are not employees of either the Athletic Officials Association or the respective Division.