

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. The business of the Association may be conducted as A.O.A.

Article II Duration

The period of the corporation is perpetual.

Article III Purpose

The AOA is a non-profit corporation and shall operate for educational purposes. The A.O.A operates for the general betterment and advancement of officials through the education, clarification and interpretation of the rules of athletic games. The A.O.A also recognizes individuals for their contributions to the continuing education of sports officials. We maintain our registration with the Illinois High School Association, and from time to time may collaborate with other organizations to maximize our educational programs.

Article IV Non Profit Nature

Section 1. The A.O.A is organized for educational purposes. No part of the net earnings of A.O.A shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the A.O.A. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this document. The A.O.A. is not organized and shall not be operated for the private gain of any person.

Section 2. No officer or director of the A.O.A. shall be personally liable for the debts or obligations of the A.O.A. of any nature whatsoever, nor shall any of the assets of the officers or directors be subject to the payment of the debts or obligations of the A.O.A.

Section 3. Upon termination or dissolution of the A.O.A., any assets available for distribution shall be distributed to the IHSA or to another non-profit sports officials association that in general shares the philosophy of the A.O.A. The decision as to which organization receives the remaining assets shall be made by the majority of the Executive Board of Directors.

Section 4. As stated in Article VI, the A.O.A maintains distinct divisions for education of specific sports. Should any of these divisions become insolvent, any assets from the insolvent division shall be equally divided among the remaining divisions.

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Article V Executive Board of Directors

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

Section 2. Executive Board of Directors membership consists of the following individual from each active Division:

- Division President, Vice-President, and Secretary-Treasurer
- Three Division Board of Directors Members

Only these six Division members are permitted to vote on the business that comes before the Executive Board of Directors. The only exception applies to A.O.A Board Officers previously elected at the primary meeting, who are subsequently ineligible to hold an officer position due to Divisional elections. These transitional A.O.A Board Officers shall vote and conduct business until their term expires as stated in Section 5 of this Article.

Division Associate Board Members are not permitted to vote at the Executive Board of Directors meeting and shall not take the place of any absent Executive Board Member.

Section 3. The Executive Board of Directors shall meet at least semi annually. The primary annual meeting shall be held in May, the secondary meeting shall be held in October. Other meetings may be held as determined either by the Executive Board Chairman or Executive Board Members as outlined in Article XII, Section 5.

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

- A. In order to be eligible to be elected as an Officer of the Executive Board of Directors, each nominee must belong to and be a member in good standing of at least one Division for which they are an active licensed official. Nominees may belong to other associations, but in order to hold an Executive 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 Executive Board of Directors but they may not be elected as a Board of Directors Executive Officer.

Section 5. Executive 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, or actions of Article XI.. All incumbent Executive Board of Directors Officers shall have voting privileges and the ability to transact A.O.A. business at the primary meeting.

Section 6. In the event that the office of the Chairman of the Executive Board of Directors is vacated, during the term of office, the Vice-Chairman shall succeed to the office of Chairman. If any other officer vacancy occurs during the term of the elected Executive Board of Directors a current member of the Executive Board of Directors shall be elected to that office in accordance with Section 4 of this Article, 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 Executive Board of Directors meeting.

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

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

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

Section 11. In the furtherance, and not in limitation of the powers conferred by statute, the Executive 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 Executive Board shall approve 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 Executive 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 Executive Board of Directors meetings.
- F. Create new divisions and branches of divisions from time to time, as they may deem necessary or advisable.
- G. 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 Executive 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 or this Constitution, the action thereon by the Executive Board of Directors shall be conclusive.

Article VI Divisions

Section 1. Each Association Division shall be created for the purpose of training, educating, recruiting, and retaining sports officials in a particular sport consistent with Article III.

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

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

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

Section 6. The Secretary-Treasurer of each Division shall collect all moneys and dues and disburse funds as approved by the Divisions and keep a list of members in good standing. The Secretary-Treasurer shall have a financial report available at the end of each month of all moneys collected and expended to date. The Secretary-Treasurer shall deposit the funds of the Division in a bank approved by the Executive Board of Directors. All checks issued by the Division shall bear the signature of the Secretary-Treasurer. The Executive Board of Directors or a Committee appointed by the Executive Board shall examine the Secretary-Treasurer's accounts prior to the annual meeting and report the findings 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 Executive Board of Directors meetings as non-voting members.

Article VII Election of Officers

Section 1. At a regular Division meeting, held no later than the meeting prior to the final Division meeting, nominations for officers of the Division and Division representatives to the Division Board of Directors, shall be declared in order.

- A. In order for a member to be eligible for nomination either as a Division officer or Director, the nominee must be a member in good standing as defined in Article IX, Section 2-B or is presently a member at large as defined in Article IX, Section 2-C, but who has served as a Division Officer or Director for at least 5 years.
- B. If the member has been prevented from attending the required quantity of Division meetings but has paid dues, the individual is considered a Member at Large as defined in Article IX, Section 2-C. Members at Large are eligible for nomination as a Division Associate Board Member.

Section 2. Only persons nominated in accordance with this Article, Section 1-A or 1-B 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. Within two weeks prior to the final Division meeting all eligible Division Members shall be notified either by regular mail, electronic or other means of the results of the Division nominating process. Other electronic means may include the following:

- A. Ballot information sent via email from the AOA web site or Division Secretary-Treasurer
- B. Ballot information supplied by a Division approved outside election vendor.

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Section 6. Division Members may vote using one and only one of the following procedures:

- A. In person by paper ballot.
- B. By mail-in ballot.
- C. By an A.O.A. web site supported voting process.
- D. By a Division approved electronic balloting vendor

Section 7. Division Members are not permitted to cast either multiple or fractional votes for any Officer, Director or Associate Director position.

Section 8. The Division Secretary shall verify that the requirements of Article VII; Sections 1 and 6 were met. The Secretary shall declare invalid and shall not count any ballots that do not meet the requirements of Article VII. At the final Division meeting, the Division Secretary, along with an appointed assistant, shall tabulate and verify the result of the voting process.

Section 9. A President, a Vice-President, a Secretary-Treasurer, three Directors and three Associate Directors for the Division shall be elected. The candidate for each Division Officer position that receives the highest quantity of votes shall be declared elected. Their term of office shall begin with the announcement at the annual Division meeting. Their term of office shall continue for a period ending with the announcement of new Division officers at the next annual meeting or actions of Article XI.

- A. In the event of a tie for a Division Officer position; a runoff election(s) for that position shall be used to determine which candidate is declared the winner.
- B. The candidate receiving the highest quantity of runoff election votes shall be declared the winner.
- C. The runoff election(s) shall be held prior to the adjournment of the meeting where the balloting tie was announced.

Section 10. Division representatives to the Division Board of Directors shall be elected by ballot. Each member in good standing 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 Division Board of Directors members and the three candidates receiving the next highest quantity of votes shall be declared elected as Division Associate Directors.

- A. In the event of a tie for a Board of Directors position, either Director or Associate Director, the winner shall be determined by a coin flip between the tied candidates.
- B. The coin flip shall be held prior to the adjournment of the meeting where the balloting tie was announced.

Section 11. In the event of a vacancy in the Presidency of a Division, the Division Vice-President shall assume the office of President and complete the remaining term of office.

- A. If the Vice-President or Secretary/Treasurer position were to become vacant, the position shall be filled by the Division Board of Directors. The Division Board of Directors shall meet and open nominations for the vacant position. The candidate receiving the most votes, cast by the Board of Directors, shall be elected and complete the remaining term of office.
- B. Any other vacancy (Director or Associate Director) occurring during their term shall be filled by appointment by the President of the Division.
- C. Vacant positions shall be filled no later than 60 days following the date of the occurrence of the vacancy.

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Article VIII New Divisions

Section 1. New Association Divisions shall be created in the following manner. A Committee shall be appointed by the Executive Board of Directors to investigate the conditions existing in the sport. The Committee will report to the Executive Board of Directors on the result of their investigation along with a recommendation. If circumstances warrant, the Executive 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 Executive Board of Directors, entitled to become a permanent Division, the Executive Board of Directors may declare it so. The Executive 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 Executive Board of Directors shall rescind its action and dissolve the temporary Division.

Article IX Membership

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

- A. Apply for membership
- B. Applicants must either be licensed or seeking licensing with the Illinois High School Association in the sport in which Division they seek 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 three classes of membership; Member in Good Standing, Member at Large, and Honorary.
- B. A Member in Good Standing shall be defined as meeting all of the following requirements:
 1. Members who have paid their Division dues by the specified date.
 2. Members who have attended the Division specified number of the scheduled Division meetings.
 3. Meet the general requirements of Section 1 of this Article.A member in good standing shall be entitled to vote at all times.
- C. A Member at Large shall be defined as meeting the following requirements:
 1. A Member that pays dues but does not meet the Division requirements for meeting attendance.
 2. Meets the general requirements of Section 1 of this Article.A Member at Large may not vote, unless elected as a Division Officer or Director.
- 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 Division Board of Directors they shall be appointed as Honorary Association members.
- E. Honorary members shall not have the right to vote or hold a Division office, nor shall they be required to pay Division dues.

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Section 3. Multi-Divisional Membership

- A. Membership in one Division shall not be transferable to other Divisions
- B. Members may hold only one voting position at the Executive Board Level but may hold offices or voting directorships in multiple Divisions. If an individual is elected to Executive voting offices in multiple Divisions, the individual shall decide which voting position they shall retain at the Executive Board meeting. For the other positions that are to be represented by such individual, the voting vacancy shall be filled by the affected Division with one and only one individual to fill the voting vacancy at the Executive Board level. The affected Division shall notify the Executive Secretary who shall record the change and note the voting members of the Division. An Associate Director appointed to this vacancy shall not be eligible to hold an Executive Officer Position.

Section 4. Association Members are defined as Independent Contractors. An individual of any membership class of Section 2 of this Article shall not be considered an employee of the Association.

Article X Fees and Dues

Section 1. Each Division shall determine membership dues based on the Division operating budget. The Executive Board of Directors shall approve all Division dues and fees prior to membership assessment. Each Division shall specify and communicate to the members the date for dues payment.

Section 2. Failure by an individual 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.

Article XI Resignation / Suspension / Termination of Members

Section 1. Suspension shall be defined as deprivation of all active membership privileges. Actions that may result in suspension are defined in Article XI, Section 3. A suspended member shall not be allowed to attend the annual Division meeting. Suspensions may be initiated by any Division or the Executive Board.

Section 2. An officer or member may be terminated by a two-thirds vote of the Executive Board of Directors for violation of any of the requirements specified in Article XI, Section 3. The Executive Board shall evaluate the criteria and process for termination for each case brought to the Board. The termination process may be initiated by any Division or the Executive Board.

Section 3. Suspension results from:

- A. Failure to fulfill the member in good standing requirements specified in Article IX.
- B. Conduct unbecoming an Association member.

Section 4. A member who has been suspended may remove the suspension by filing an appeal to the Executive Board. An appeal may be filed citing extenuating circumstances. When the appeal is filed the Executive Board shall disposition the appeal in a timely fashion.

Section 5. Termination is defined as final separation from the Association without consideration of reinstatement.

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Article XII Order of Business

Section 1. Roberts Rules of Order shall be used as a guide to govern the conduct of all Association meetings and business. In the event of a conflict with Robert's Rules and this constitution, this Constitution shall have precedence. In the event of ambiguity between Robert's Rules and this Constitution, the ambiguity shall be resolved by majority vote of the Executive Board.

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 Executive 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 inform the Division members at least ten days before the date of the meeting, stating the purpose of the special meeting. No other business shall be considered or transacted at a special meeting called under this provision.

Section 5. A special meeting of the Executive Board of Directors may be held at the call of the Chairman of the Executive Board of Directors or at the written request of four members of the Executive Board of Directors for any purpose. The Secretary shall inform the Executive Board members, stating the purpose of the special meeting, 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 XIII 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 Executive 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. Any committee formed as in Section 1 of this Article shall receive budget approval from the authorizing Board or Division prior to incurring any expenditure's.

Section 3. There shall be the following Division Standing Committees:

- Membership
- Budget

Section 4. The Division Membership Committee shall be appointed by the Division President and it shall consist of members in good standing of the Division. The Membership Committee shall be responsible for recruiting and retaining Division members. The Membership committee shall assist with mentoring new officials and be a resource for new officials.

Section 5. 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 the date for the annual meeting of the Executive Board. The proposed Division budgets should be based on the previous year's experience and the Division's plans for the following year.

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Article XIV 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 Executive Board of Directors. The representative or delegation must provide the Executive Board Officers, upon their return, with an itemized statement of their expenses in order to receive reimbursement. The Executive Officers shall determine which expenses are to be reimbursed.

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. President and approved by the Division Board. The representative or delegation must provide the Division, upon their return, with an itemized statement of their expenses for reimbursement approval.

Article XV Amendment Adoption Procedure

Section 1. Proposed changes to the A.O.A. Constitution shall be submitted electronically or in writing to the Executive Board of Directors. After discussion at a meeting of the Executive Board, the Executive Board will vote whether or not to support the proposed changes. A simple majority is needed to consider any proposed changes.

Section 2. Each Division Board shall determine if it is necessary to have the Division members vote on the proposed changes.

- A. If so determined, a copy of the changes as well as the existing constitution shall be sent to the membership. All divisions shall have until the next Executive Board of Directors meeting (regular or special) to determine the acceptance of the division membership. A minimum of thirty percent of each division shall be needed to disposition constitution changes addressed by this section. A two thirds vote by each Division shall be needed for adoption.
- B. Any changes that do not require a membership vote shall be resolved by vote at an Executive Board meeting.

Section 3. The proposed amendment shall be adopted if it is approved by a two-thirds vote of the Executive Board of Directors. Any absent Executive Board Member shall be allowed to submit their vote electronically. Adopted changes to the Constitution become part of the Constitution and take effect at the conclusion of this Executive Board meeting. A copy of the new changes shall be made available to the AOA membership.

Article XVI Observer Program

Section 1. Each active Division of the AOA 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 either members in good standing or members at large.

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 form shall be shared with the official(s) being observed. A copy of each completed Officials Evaluation form shall be retained by the Division.

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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.