

**CONSTITUTION and BY LAWS
OF
THE FOOTHILL-CITRUS FOOTBALL OFFICIALS ASSOCIATION**

ADOPTED October 10, 1985
AMENDED September 1994
AMENDED September 1998 AMENDED
October 1998
AMENDED November 2011
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ARTICLE I. NAME

Section 1. Name. The name of this organization is the Foothill-Citrus Football Officials Association, herein referred to as “ FCFOA” , or the Association. The FCFOA is a nonprofit Public Benefit Association accredited by the State of California Interscholastic Federation (CIF), a unit of the California Football Officials Association (CFOA) and operates in the Mt. San Antonio region of the CIF-SS.

ARTICLE II. STATEMENT OF PURPOSE AND POLICY

Section 1. Purpose. The Association is organized and operated to provide training for football officials in the mechanics and rules related to amateur tackle and flag football. The Association desires to promote high ethical and professional standards through encouragement of sportsmanship among its members and institutions, players, coaches, and spectators within the areas served by the Association. Furthermore, to increase the competency and proficiency of its members through the institution of education and instructional programs including, but not limited to, free exchange of ideas, mutual evaluation of rules and mechanics of football officiating and the unbiased performance rating of members in actual game situations. This Association is organized and operated for the purposes herein set forth and any other nonprofit purposes and no part of any monies shall inure to the benefit of any member, except as provided in these by-laws.

Section 2. Policy.

(A) Members of the FCFOA are not employees or agents of the Association, but rather Independent Contractors. Their membership is voluntary and for their own benefit. Members of the Association are Independent Contractors for all purposes including but not limited to Liability, Casualty, Medical, Dental and Workers Compensation losses. All members are required to maintain individual liability insurance. There is no insurance coverage or indemnification for the membership for losses or liabilities by the Association arising from football officiating. All members assume their own risk.

(B) Members will be evaluated, classified, and assigned games without regard to gender, race, age national origin, religion, or any other factor unrelated to the ability to perform officiating duties. The Association does not discriminate on the basis of race, color, national origin, ethnic group identification, ancestry, religion, age, marital status, gender, sex, sexual orientation, physical or mental disability, medical condition, and political belief or affiliation.

(C) Members will be entitled to due process when subject to any disciplinary or termination proceedings by the Association or by the California Football Officials Association (CFOA).

(D) This Association shall have and shall exercise all the rights and powers conferred non-profit organizations under the laws of the State of California.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Membership in the Association shall be available to any person interested in officiating amateur tackle and flag football contests in the Mt. San Antonio region of the CIF-SS , provided the member fulfills the requirements of membership described below.

Section 2. Classes. There shall be four (4) classes of membership in the Association: certified, probationary, non-compliant, and honorary. The authorized number of members in each class shall be unlimited.

(A) The certified members of the Association shall be those who:

- (1) Reach the age of eighteen (18) years;
- (2) Meet the financial obligations imposed by the Association in a timely manner;
- (3) Fulfill all game assignments which have been previously accepted;
- (4) Officiate in the organization for more than three (3) years, unless the Instructional Chairperson, in conjunction with his/her staff of Instructors and the Board of Directors, determine that a probationary member has evidenced exceptional qualifications to officiate varsity level contests;
- (5) Achieve at least the minimum passing grade in the summer study guide examination;
- (6) Take and pass all other required examinations;
- (7) Attend a minimum of 18 hours of instruction including classroom and pre-season scrimmage;
- (8) Attend seven (7) membership meetings, unless a make-up meeting is attended in place of the membership meeting or previous approval is granted by the Instructional Chairperson;
- (9) Work one (1) pre-season scrimmage, unless another arrangement is pre-approved by the Instructional Chairperson;
- (10) Engages in professional conduct, which is neither detrimental nor demeaning to the welfare of the Association or to the welfare of amateur sports competition.

(B) The probationary members of the Association shall be those who:

- (1) Satisfy all the requirements set forth for certified members in Section 2, A of this Article except (4) .

(C) The honorary members of the Association shall be those who:

- (1) Have rendered distinguished service to amateur football competition in the organization for more than twenty (20) years; and
- (2) Have discontinued the maintenance of an active role in the certified membership of the organization for reasons other than suspension or expulsion.

(D) The non-compliant members of the Association shall be those who:

- (1) Have failed to meet all the requirements in Section 2, A of this Article and the Board of Directors have approved the 'non-compliant' designation of a member. Membership may also be terminated per Section 7 of this Article.

Section 3. Rights of Membership. The certified and probationary members of the Association shall have the right to vote, to hold office, to air grievances, to receive game assignments, and to enjoy all other privileges and benefits of membership in the organization. **Members who hold "dual" status and belong to another football officiating unit, will not be able to hold elective or appointed office.** The honorary members of the Association shall have the right to hold the office of Secretary/Treasurer and Instructional Chairperson and to enjoy the privileges of the floor; otherwise, the honorary members shall not have the right to vote, hold office, receive game assignments or to enjoy the other privileges and benefits of the membership in the organization except as provided in these Bylaws.

For purposes reasonably related to the member's interest as a member of the organization, any member may, upon written demand of the Association through the Secretary/Treasurer, inspect and copy at any reasonable time the current roster of names of certified members, the results and ballots from the recent elections of Vice President, Directors at Large, the accounting books and records, the minutes of the meetings of the Board of Directors, the records of business transactions by the membership, and these Bylaws as amended to date.

Regardless of membership status, the members of the Association are not employees or agents of the Foothill-Citrus Football Officials Association, but rather Independent Contractors for all purposes including, but not limited to the following: liability, casualty, medical, dental and workers compensation losses. Membership in the Association is voluntary and for the member's own benefit.

Section 4. Membership Dues. Each member shall pay a membership fee in the form of annual dues in such amounts as shall be recommended by the Secretary/Treasurer and ratified by the Board of Directors. No membership fees shall be exacted from any honorary member. ***Payment of membership dues does not represent a guaranteed number of game assignments.***

Section 5. Term of Membership. Memberships expire on the 31st day of December and are automatically renewed upon prior payment of dues applicable to the new year. The automatic renewal is deemed to commence on the 1st day of January on the condition that payment of the dues is not made later than the date of the annual banquet preceding the new year. If payment of the dues is not made by that time, the particular membership is not subject to automatic renewal and expires. Such expiration of the membership is not deemed a suspension or expulsion of the member. Honorary memberships expire only upon the death of the member.

Section 6. Transfer of Members. The Board of Directors may provide for the transfer of members from other football officials' organizations to this organization with such requirements, as the Board deems necessary at that time. ***These requirements shall include, but are not limited, to participation in testing where members of the Instructional Staff at the direction of the Instructional Chairperson will determine his/her rating level.***

Section 7. Termination of Membership. The Board of Directors may suspend or expel a member for conduct detrimental to the best interest of the Association, including, but not limited

to, the flagrant violation of any provision of these Bylaws. In addition, the Board of Directors may suspend or expel any member for the unjustified failure to satisfy the requirements set forth for his/her class of membership, or the repeated demonstration of lack of fundamental ability to officiate amateur football at any level.

The Board shall give the member who is subject of the Board's proposed action fifteen (15) days prior notice of the proposed suspension or expulsion and the reasons for the action. The member may submit a written statement to the Board regarding the proposed action, and may request a hearing, not less than five (5) days before the effective date of the proposed suspension or expulsion. Before the effective date of the proposed action, or any extension thereof, the Board shall review any such statement submitted and hold a hearing if requested. The Board shall determine the mitigating effect, if any, of the information presented in the statement and in the hearing on the proposed suspension or expulsion, and shall, after deliberation, inform the member and the Assignor of its decision to either confirm or reject the suspension or expulsion.

A suspended or expelled member shall not have the right to vote, to hold office, to air grievances, to receive game assignments, or to enjoy any other privileges and benefits of memberships in the organization. Those game assignments, which the member has previously accepted, shall be automatically revoked and immediately reassigned by the Assignor.

The process and requirements for reinstatement following a suspension shall be stated in writing in the disciplinary action set forth by the Board.

Section 8. Due Process. Any member who feels he/she has a legitimate grievance should submit in writing to the Board of Directors a statement of said grievance. The Board of Directors shall decide the merits of each case on an individual basis within fifteen (15) days and notify the member of its decision. If the Board of Directors agrees the grievance has merit it will take the necessary action to correct or remedy the situation.

Section 9. Resignation / Leave of Absence. Any member requesting resignation or leave of absence should make such request to the Board of Directors in writing, at his/her earliest convenience. Upon approval the member's name will be placed on the inactive list and the Assignor will be notified, until such time as the member requests to be reactivated. Payment of dues during the inactive period will not be required. Reactivating will be predicated upon the member paying the then current years dues and being able to satisfy all other requirements of a member in good standing. An official returning from a leave of absence must complete testing or observation by the Instructional Chairperson or their designee.

Section 10. Liability Insurance Coverage. As Independent Contractors, Members are responsible for their own liability and health insurance. Every member shall annually sign a declaration stating they have purchased liability insurance covering their duties as a member or will sign a waiver of liability and indemnification of the Association. The waiver will be in the form and content provided by the Association. Members will further provide a copy of said policy to the Association upon request.

ARTICLE IV. OFFICERS

Section 1. The officers of the Association shall be a President, Vice President (who shall be the President Elect), Immediate Past President, Secretary/Treasurer, and Instructional Chairperson. No member shall hold more than one office at any one time. ***Additionally, no member shall be eligible for an elective office while actively involved with High School Interscholastic Sports in the FCFOA area including, but not limited to, the following capacities: member of a football coaching staff, an athletic director or any other position of authority, which may be considered a possible representation of a conflict of interest. Additionally, members who hold "dual" status and belong to another football officiating unit, will not be able to hold elective or appointed office.*** See Article X-Conflict of Interest for additional requirements.

Section 2. Selection of Elected Officers. The Vice President of the Association shall be elected bi-annually, from the current roster of qualified members, by a plurality vote of the membership. ***In the event that none of the candidates secures greater than 50 percent of the vote, a runoff election between the two (2) candidates receiving the most votes will occur prior to the conclusion of the regularly scheduled general membership meeting at which the original vote was taken. If necessary, runoff elections will continue until a candidate receives greater than 50 percent of the vote. His/her term of office as Vice President shall commence on the 1st day of January subsequent to his/her election and shall be for two (2) years, unless the office is earlier vacated by removal, resignation, or inability to act. Upon the expiration of his/her term of office, the Vice President shall commence to be President on the 1st day of January subsequent to his/her successor's election and such term shall be two (2) years, unless the office is earlier vacated by removal, resignation, or inability to act.***

Section 3. Selection of Appointed Officers. The Secretary/Treasurer and Instructional Chairperson of the Association shall be appointed annually, from the current roster of qualified and honorary members, by a majority vote of the Board of Directors. Their term of office shall commence on the 1st day of January subsequent to their appointment and shall be one (1) year, unless the respective office is earlier vacated by removal, resignation, or inability to act.

Section 4. Removal and Resignation. Any officer may be removed by the Board of Directors if they become a suspended, expelled, or non-compliant member, if their membership expires without renewal, or if as an appointed officer he/she is recalled by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board of Directors. Said resignation shall take effect at the date of receipt of the written notice or at any other later time specified herein.

Section 5. Vacancies. A vacancy of any elected office of the Board of Directors caused by removal, resignation or inability to act shall be filled in the manner prescribed by these Bylaws for succession, election or appointment to such office. The vacancy shall be filled by the President and approved by the Board of Directors to complete the remainder of the vacant term as soon as practicable after it occurs and not on an annual basis.

Section 6. Powers and Duties. The following provisions shall govern the powers and duties of the officers of the Association:

(A) The President is the chief executive officer of the Association and has, subject to the control of the Board of Directors, general supervision, direction, and control of the business of the Association. The President shall preside at the meetings of the Board of Directors, of the

Instructors, and of the members of the organization, except those portions of the meetings relating to the instruction or rating of members of the organization. He/she may establish committees to further the purposes of the organization and appoint chairpersons thereof; and he/she may request that these Bylaws be revised or amended and appoint a committee to recommend such revisions or amendments. The President shall execute the will of the organization and shall be vested with such other powers and duties as these Bylaws or the Board of Directors may prescribe.

(B) The Vice President/President Elect shall serve in the place of the President in the event of the latter's absence or in the event of a vacancy in the latter's office; when so serving, he/she shall have all the powers of and shall be subject to all restrictions upon the President. The Vice President shall be responsible for the planning, organization, and the execution of the annual banquet. He/she shall be vested with such other powers and duties as these Bylaws or the Board of Directors may prescribe.

(C) The Immediate Past President shall perform, under the direction of the President, special assignments in the management of the Association. He/she shall serve as chairperson of the nominating committee appointed by the President. He/she shall be vested with such other powers and duties as these Bylaws or the Board of Directors may prescribe.

(D) The Secretary/Treasurer shall keep a book of minutes of all meetings of the Board of Directors as well as a record of business transacted by the membership; he/she shall keep the original or a copy of the Association's By-laws as amended to date; and he/she shall maintain a current roster listing all names and addresses of members. He/she shall issue all correspondence and notices on behalf of the Board of Directors and the membership. He/she shall respond in a timely manner to all written requests for information as listed in Article III, MEMBERSHIP, Section 3, Rights of Membership, of these Bylaws. The Secretary/Treasurer is the chief financial officer of the Association. He/she shall keep and maintain adequate and correct accounts of the funds and business transactions of the Association. He/she shall deposit or hold, in trust, all funds received by him/her on behalf of the organization, furnishing the requisite report and accounting for such funds to the Board of Directors no less often than annually and, in any event, upon the request of the Board of Directors. He/she shall disburse such funds for the benefit of the organization as may be directed by the Board of Directors. The Secretary/Treasurer shall be vested with such other powers and duties as these Bylaws or the Board of Directors may prescribe. He/she is entitled to receive compensation from the Association for his/her services.

(E) The Instructional Chairperson shall direct and supervise the program of instruction for members of the Association. He/she shall cause to be prepared, organized, and disseminated, in conjunction with the Secretary/Treasurer, all study and testing materials relating to the rules of the game of football, as well as actual and hypothetical cases, and relating to the mechanics of football officiating. He/she shall prescribe, administer and oversee the grading of the study guide and classification examinations. The Instructional Chairperson shall appoint Instructors, and may appoint Observers, to aid him/her in regulating, educating and evaluating members of the organization both in the classroom and during the field test. All appointments are subject to the approval of the Board of Directors. With his/her Instructors and Observers, he/she shall recommend a fair and equitable system of rating the officiating performance of members of the organization. The Instructional Chair shall, in conjunction with his/her Instructors and the Board of Directors, evaluate any new member transferring to the organization with prior officiating experience and determine the rating classification in which to place the transfer member; after one year with the organization, the transfer member shall be reevaluated and, if appropriate, reclassified. The Instructional Chair shall act as liaison between the organization and any sister organizations and shall be vested with such other powers and duties as these Bylaws or the Board of Directors may prescribe. He/she shall preside over all portions of meetings of the Board of

Directors, of the Instructors, and of the members of the organization relating to the instruction of rating of members of the organization. He/she is entitled to receive compensation from the Association for his/her services.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Powers and Duties. The governing body of the Association shall be a Board of Directors, which shall have the following powers and duties:

- (A) To exercise general supervision, direction, and control of all officers and committees of the Association;
- (B) To conduct, manage, and control the affairs and activities of the organization in conformance with these Bylaws;
- (C) To delegate management of specified activities of the Association to committees or members, provided that such specified activities be under the ultimate direction of the Board;
- (D) To govern the expenditure of funds in conjunction with the Secretary/Treasurer;
- (E) To request an accounting of all receipts, disbursements, and transactions of the Association from the Secretary/Treasurer;
- (F) To set the amount of dues paid by the members of the organization, except the Board of Directors must ratify the amount of annual dues paid by the members
- (G) To appoint and recall the Secretary/Treasurer and the Instructional Chairperson of the Association;
- (H) To select the Assignor responsible for assigning all CIF, SS games in the FCFOA area and set the assignors fee to be paid by the members of the organization; 11 (I) To act as liaison between the membership and the FCFOA assignor;
- (J) To approve the amount of fees or compensation paid to officers, Instructors, and Observers of the Association;
- (K) To affirm the selections of the Instructional Chairperson for the positions of Instructors and Observers;
- (L) To remove any Instructor or Observer, upon recommendation of the Instructional Chairperson or upon recommendation of any three (3) members of the Board of Directors, who fails to fulfill his/her assigned responsibilities;
- (M) To adopt a fair and equitable system of rating officiating performance of members of the organization;
- (N) Determine the minimum number of games necessary to be eligible to work playoff games;
- (O) To hear and redress grievances of members of the Association;
- (P) To institute and enforce sanctions including, but not limited to, the revocation of game assignments from members who fail to participate in the system of rating officiating performance of fellow members or who fail to fulfill any previously accepted game assignments without arranging replacements;
- (Q) To provide for the transfer of members from other football organizations to this organization;
- (R) To suspend or expel any member for conduct detrimental to the Association or the unjustified failure to satisfy the requirements set forth for his/her class of membership, or the repeated demonstration of lack of fundamental ability to officiate amateur football at any level;
- (S) To fix and locate the principal office of the Association;
- (T) To exercise such powers and duties as these By-Laws may prescribe.

Section 2. Composition. The Board of Directors shall consist of the President, Vice President/President Elect, Immediate Past President, Secretary/Treasurer, Instructional Chairperson, and three (3) Directors at Large. No member of the Board of Directors shall hold more than one position on the Board at any one time.

Section 3. Selection of Directors. One (1) Director at Large of the Association shall be elected annually, from the current roster of certified and probationary members, by a plurality vote of the membership. **In the event that any of the candidates with the highest number of votes secures 50 percent or less of the vote a runoff election shall occur prior to the conclusion of the regularly scheduled general membership meeting at which the original vote was taken. If one (1) Director at Large position is to be determined, the runoff election will be between the two (2) candidates receiving the highest number of votes. If necessary, runoff elections will continue until the winning candidate has received greater than 50 percent of the vote.** His/her term as a Director shall commence on the 1st day of January subsequent to his/her election and shall be three (3) years, unless the position is earlier vacated by removal, resignation or inability to act.

Section 4. Removal and Resignation. Any Director at Large may be removed by a majority vote of the Board of Directors if he/she becomes a suspended or an expelled member, if his/her membership expires without renewal, or if he/she fails to attend three (3) consecutive meetings of the Board.

Any Director at Large may resign at any time by giving written notice to the membership through the President or Secretary/Treasurer. The resignation shall take effect on the date of the written notice or at any later time specified therein.

Section 5. Vacancies. . A vacancy of any elected office of the Board of Directors caused by removal, resignation or inability to act shall be filled in the manner prescribed by these Bylaws for succession, election or appointment to such office. The vacancy shall be filled by the President and approved by the Board of Directors to complete the remainder of the vacant term as soon as practicable after it occurs.

ARTICLE VI. ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nominations. The President shall annually establish a nominating committee, appointing as chairman thereof the Immediate Past President, of no fewer than three (3) members who shall compile a list of recommended names of qualified candidates for the office of Vice President and for the position of Director at Large. The list of recommended names may contain no more than five (5) nominees for the office of Vice President and no more than five (5) nominees for the position of Director at Large. The list of nominations shall be presented to the members at the third to the last regular meeting of the membership, following which presentation additional nominations of qualified candidates may be made by any voting member of the organization, orally or in writing, from the floor of the membership meeting.

A nominee shall have a reasonable opportunity to communicate his qualifications and the reasons for his candidacy to the members and shall have a reasonable opportunity to solicit votes.

Section 2. Ballots. The President and Secretary/Treasurer, in conjunction with the nominating committee, shall thereafter prepare a written ballot containing, in alphabetical order, the names of all qualified candidates who are nominated for the office of Vice President, if applicable, and/or the position of Director at Large. The ballots shall be distributed to all qualified voting members electing to vote in person at the last regular meeting before the annual banquet, at which time voting shall be held by secret ballot.

Section 3. Voting. Each Certified member shall have one (1) vote which may only be exercised in person.

Section 4. Tabulation of Ballots. The nominating committee, under the direction of the Immediate Past President and the Secretary/Treasurer, shall tabulate the votes and declare the results of the election immediately upon collection of the ballots.

Section 5. Announcement of Results. The results of the annual election shall thereafter be announced at the annual banquet.

Section 6. Maintenance of Ballots. The ballots shall be maintained in the custody of the Secretary/Treasurer or the President for not less than 30 days after the annual banquet in order to assure the absolute right of inspection of the ballots to any member of the Association.

Section 7. Installation. Installation of the regularly elected Vice President or Director at Large shall occur automatically on the 1st day of January following the general election.

ARTICLE VII. INSTRUCTORS

Section 1. Instructors. The Instructors shall be responsible for executing educational, instructional and rating programs to increase the competency and proficiency of members to officiate amateur football contests. The Instructors, under the direction of the Instructional Chairperson, shall have the power to decide all matters relating to the interpretation of rules and cases, the correct officiating decisions in game situations, the appropriate uniform and demeanor of game officials, and the proper mechanics of football officiating. Under the direction of the Instructional Chairperson, they shall prescribe, administer, and grade all required examinations, other than the study guide examinations, which they and the Instructional Chairperson deem necessary and appropriate for instructional purposes. The Instructors shall conduct and evaluate a field test for probationary and transferring members. The Instructional Chairperson shall select the Instructors; the Board of Directors shall thereafter affirm such selections. An Instructor shall serve for the period of one (1) year.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meetings. Meetings of the Board of Directors shall be held at any place which has been designated by the President, the Secretary/Treasurer, or any two (2) Directors at Large.

Section 2. Annual Meeting. The Board of Directors shall hold an annual meeting for the purpose of organization, indoctrination of the newly elected Vice President and Director at Large, and

transaction of any other business. The meeting shall be held without call or notice immediately following the first regular meeting and classroom instruction of the membership.

Section 3. Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President, the Secretary/Treasurer, or any two (2) Directors at Large. Notice of special meetings must be given to each Board member either orally or in writing unless notice is waived. Notice is deemed waived if the Board member is absent from the regular meeting of the membership during which the special meeting of the Board is called. The Instructors and Observers may attend the special meetings of the Board but may not vote on proposals or motions presented to the Board for consideration.

Section 4. Quorum. A majority of the members of the Board of Directors shall be necessary to constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present shall be regarded as the act or decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members as long as any action taken is approved by at least a majority of the required quorum for such meeting.

Section 5. Attendance. Attendance at the meetings of the Board of Directors shall be mandatory for all members of the Board, unless the attendance is excused for good cause by the President.

Section 6. Voting. Each member of the Board of Directors shall have one (1) vote which may only be exercised in person, except that the President shall only have the right to exercise his vote in order to break a voting deadlock of the Board.

Section 7. Conduct of Meetings. The President shall preside at all meetings of the Board of Directors, except for those portions of meetings relating to the instruction or rating of members of the organization. He/she shall conduct each meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The Instructional Chairperson shall, in like manner, preside over all portions of the meetings relating to the instruction or rating of members of the organization.

ARTICLE IX. MEMBERSHIP MEETINGS

Section 1. Generally. The members of the association shall meet during the football season in order to further the purpose and policy of the association. Regular meetings shall be held on Tuesday evenings at 6:30 P.M. unless changed by the Board of Directors. The dates and locations of the meetings shall be determined by the Instructional Chairperson and Board of Directors who, through the Secretary/Treasurer, shall give written notice thereof to all members, except honorary members, not less than ten (10) nor more than ninety (90) days prior to the first membership meeting of the respective football season. The term "membership meeting" includes general meetings of the membership as well as classroom or instructional group meetings immediately following the general meetings; the term does not include make up meetings or the annual banquet.

Section 2. Quorum. A majority of the total number of members qualified to vote shall be necessary to constitute a quorum of the membership for the transaction of business. Every act or

decision done or made by a majority of the members present at a meeting duly held at which a quorum is present shall be regarded as the act or decision of the membership.

Section 3. Attendance. Attendance at the membership meetings shall be mandatory for all members, except honorary members, unless:

1. Attendance is excused for good cause by the Board of Directors
2. One or more make-up meetings are attended, at the discretion of the member, in place of the membership meeting
3. One or more CFOA recognized football officials organization meetings are attended, and at the discretion of the Board of Directors with verification .

Section 4. Voting. Each member qualified to vote shall have one (1) vote which may only be exercised in person. Voting rights may not be exercised by proxy.

Section 5. Conduct of Meetings. The President shall preside at all membership meetings, except for those portions relating to the instruction or rating of members of the organization. He/she shall conduct each meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The Instructional Chairperson shall, in like manner, preside over all portions of the meetings relating to the instruction or rating of members of the organization.

ARTICLE X. CONFLICT OF INTEREST

Section 1. In addition to the previous restrictions of these By-Laws, the following shall be considered as a conflict of interest and therefore, without the consent and approval of the Board of Directors, the assignor shall not assign and the member shall not officiate any contest in which a participating school is:

- (A) Where the member is a graduate of within the last 5 years;
- (B) The member has an immediate family member in attendance;
- (C) The member or an immediate family member is an employee.

The Board of Directors shall retain the right to declare additional items as also being a conflict on an individual basis.

ARTICLE XI. AMENDMENTS

Section 1. The Bylaws may be amended only by a two-thirds vote of the certified members at any membership meeting which a quorum is present, provided that written notice of the proposed amendment has been made available to each member qualified to vote at least ten (10) days in advance.