**RULES AND BY-LAWS**

**OF FALL CREEK OFFICIALS ASSOCIATION, INCORPORATED**

 

Revised April 1987

Adopted June 1987

Proposed Revisions May 2010

Last Revision **February 2013, March 2016, February 2021, and June 2022**

ARTICLE I. NAME

The name of the organization shall be known as the Fall Creek Officials Association, Incorporated, hereafter referred to as FCOA.

ARTICLE 1.1 OFFICES

The principal office of FCOA shall be located in the City of Indianapolis, County of Marion, Indiana. The mailing address of FCOA shall be the address of the current Secretary of FCOA. FCOA may have such other offices within the territory as the Board of Directors may determine from time to time.

ARTICLE 1.2 FISCAL /CALENDAR YEAR

The fiscal year shall begin on the first day of January and shall end the last day of December of the same year.

The calendar year of FCOA shall begin on the first day of June in each year and end at the close of the last day of May of the next succeeding year.

ARTICLE II. PURPOSES

The FCOA is organized and operated exclusively for charitable purposes including the following primary purposes:

In addition, the FCOA is formed for the purpose of assisting and engaging all activities which serve charitable purposes. In addition are permitted by the Act, and which are permitted to be carried on by an organization exempt from Federal, taxation under the provision of Section 501 ( c ) (3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”), and the regulations issued pursuant thereto, as amended from time to time (the “Regulations”) or by an organization, contributions to which are deductible under Section 170 ( c ) (2) of the Code and the Regulations.

1. Charitable Purposes
2. To be a registered Officials Association with the Indiana High School Athletic Association, hereinafter referred to as IHSAA.
3. To cooperate with the IHSAA in training and encouraging new officials to join an Association.
4. To improve officiating techniques and increase knowledge of game rules.
5. To assist members in securing games.
6. To gain consistency and uniformity in interpretation of rules and mechanics among officials.
7. To assist area schools in procuring licensed officials for interscholastic contests.
8. Limitations

Nothing contained in the Articles of Corporation or these By-Laws shall be construed to authorize the FCOA to engage in any activities or perform any functions, which are not within the definitions of charitable purposes as set forth in Section 501 (c) (3) of the Code and the Regulations.

ARTICLE III. MEMBERSHIP.

Membership in FCOA shall be IHSAA licensed members, associate members, retired members or honorary members. The membership year shall be June 1st, to May 31st, each calendar year.

1. IHSAA Active Licensed Member
2. Shall be a person of good character who is a member of the IHSAA, licensed in at least one sport.
3. Shall have paid yearly dues.
4. Associate Member
5. Shall be a person interested in becoming an official, but who is not yet licensed by IHSAA.
6. Shall have paid yearly dues.
7. Retired Member
8. Shall be a person who is licensed or formerly licensed by the IHSAA, but who is no longer an active official.
9. Retired members shall have been a member of FCOA for at least ten (10) years and shall pay annual dues of $ 15.00. (May be amended by Board)
10. Honorary Member
11. Shall be a person who is licensed or formerly licensed by the IHSAA, but who is no longer an active official.
12. Shall have been a member of FCOA for at least ten years.
13. The Board of Director’s of FCOA must vote to place this official in an honorary status.
14. There shall be no annual dues for an honorary official.
15. Removal
16. Any member may be removed with or without cause, by Board action followed by FCOA giving written notice of removal to the member, to the President, and the Secretary. A removal is effective when the notice is given unless the notice specifies a future effective date.
17. Deceased or Disqualified Members
18. If a member dies or ceases to meet the qualifying criteria for such position as set forth in the By-Laws, such members shall automatically be ineligible to serve and as shall cease to be a member of FCOA, without the necessity of any further action on the part of FCOA.
19. Annual Meeting / Reorganization Meeting
20. Unless otherwise determined by the Board, an Annual Meeting of the members shall be held in the month of **May** each year on a date specified by the Board of Director’s of FCOA. **Due to Health Limitations or Restrictions, this date may be moved to accommodate the membership.** The Board of Directors shall notify the membership in the association of the date of the Annual Meeting/Reorganization Meeting. Failure to hold an Annual Meeting at the designated time shall not affect the validity of any corporate action or work, any forfeiture or dissolution of FCOA.

H. The Order of Business at the Annual Meeting and, as far as appropriate and practical, all other meetings of members, shall be as follows:

1. Proof of Notice of the meeting.
2. Determination of a quorum.
3. Reading and approval of **unapproved** Members meeting minutes.
4. Election of Officers and **Director’s.**
5. Unfinished business
6. Report of officers.
7. Report of committee chairs.
8. New Business.
9. Presentation of Scholarships.
10. Presentation of Awards.
11. Adjournment

Except with respect to a specific rule to the contrary in the Code of By-Laws or the Act, Roberts Rules of Order shall be used to solve any procedural disputes that may arise in a members meeting

1. Notice of Meetings

A written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, **emailed** or mailed by the Secretary to each Member of record of FCOA at such address that appears on the records of FCOA at least 60 days before the meeting and notice shall be mailed by first class or emailed. Notice of any meetings of the members may be waived, in writing, signed by any member and delivered to FCOA. Attendance at any meeting shall constitute a waiver of notice of that meeting.

 J. Special Meetings

Special Meetings, for any purpose or purposes (unless otherwise prescribed by law) may be called by the Board or the President, and shall be called by FCOA at the written demand, delivered to the Secretary of members holding of record, not less than 10 percent of the voting power of all the memberships of FCOA issued and outstanding and entitled to vote on the business proposed to be transacted there at. All requests or demands for special meetings shall state the purpose or purposes thereof, and the business transacted at such meetings shall be confined to the purposes stated in the call and matters germane thereto.

1. Quorum; Voting Rights

A majority of the persons qualified to vote as members and represented by person shall constitute a quorum for the transaction of business of any meeting of the members of FCOA. Each member present in person shall be entitled to cast one (1) vote upon each question voted upon at all meetings of the members. No Member entitled to vote in any election of Director’s shall have the right to multiply the number of votes to which such Member may be entitled by the number of Director’s to be elected.

1. **The Board of Director’s voted at their February 2021 Board meeting to conduct both online and in person voting for 2021. Only members who have paid dues for the current prior to the election can vote. A member can only vote one time. The Sargeant at Arms shall work with the Secretary to determine what members can vote in the election or other Association business. The online voting will start at midnight twenty on days (21) prior to the Annual Meeting and shall end at midnight seven (7) days prior to the Annual Meeting. The ballots from the online voting shall be collect by the Sargeant at Arms and his/her committee members and brought to the Annual Meeting to be counted with the in person votes. The process for online voting is to be reviewed by the Board of Directors by February 2022 to determine if the online voting shall continue.**

M. No Proxies

Members shall not be entitled to vote or act by proxy in either on line or in person to vote and act as members at any meeting of the members.

ARTICLE IV. DUES.

Dues for members of FCOA shall be in the amounts recommended by the Board of Director’s and adopted by the membership at the FCOA Annual Meeting. Dues paid between March 1st and May 31st shall remain $35. Fees received after June 1st is subject to a $10 late fee. (2016) **Voted to raise the dues to $40 as of April 1, 2020. This was rescinded by the Board of Director’s at their April 2020 meeting due to the Covid-19 Virus. No late fees will be charged this year. Dues shall be $40 beginning the 2021-22 calendar year.**

ARTICLE V. MEETINGS.

 Meeting structure will vary with its purpose.

1. Regular Meetings shall:
2. Be scheduled as designated by the sports chairpersons or the Board of **Director’s.**
3. Be held at such locations as the FCOA shall determine. **Electronic Meetings may be conducted in times of Health Concerns for the membership. Any notice shall be mailed first class or emailed to current Association members.**
4. Rules Interpretation Clinics shall be held as directed by the IHSAA.
5. Training Sessions (also referred to as Scrimmages).
6. Shall be scheduled as designated by the sports chairpersons or Board of Director’s.
7. Shall be held in cooperation with schools and coaches who will allow FCOA to conduct practices.
8. Board of Director’s Meetings
9. Shall be held quarterly with additional meetings as necessary. Meeting dates, locations and times shall be posted on the FCOA web page and be included in FCOA newsletters **or emailed to current members.**

ARTICLE VI. FINANCIAL POLICY.

 The financial policy of FCOA shall be such that:

1. No officer shall be paid for any services rendered the FCOA.
2. Disposition of monies:
3. The normal functions of FCOA, shall be determined by the Board of Director’s. Normal functions shall include postage, banquet, awards, hospitality, expenses, **electronic meeting expenses,** memorials, cards and greetings, office supplies **and scholarship checks.**
4. For unusual purposes, a written proposal shall be presented at a special meeting and voted on at that meeting. The written proposal will be filed with the Treasurer.
5. Signatures of two authorized agents shall be necessary for withdrawal of any money from the treasury. Authorized agents must be designated by the Board of Director’s for the withdrawal of any money or the signing of any checks of FCOA. Authorized agents shall be the President, President-elect, Secretary, Treasurer or any other individual designated by the Board of Director’s of FCOA. **Two officers shall sign any Association checks.**

ARTICLE VII. OFFICERS.

 Officers of the FCOA shall be the President, President-elect, Secretary and Treasurer. **The past President position is for one year.**

1. Terms of offices shall be for two years, with the exception of the President–Elect and past President which shall be one year, beginning in accordance with the FCOA calendar year.
2. Out-going officers may be re-elected to any office.
3. Any officer may be removed from office by 2/3 majority vote of the membership.
4. Elections **beginning or since** 2011.
5. **In 2011 FCOA shall elect a President and Treasurer.** In **odd-numbered years**, the FCOA **shall confirm the elected** President and elect a Treasurer. The President-elect and Secretary will be elected in even-numbered years.
6. Officers shall be elected by a simple majority of votes cast. In the event of a tie, a runoff election will be held in a separate vote of the members present at the Annual Meeting / Reorganization Meeting.
7. Shall be by written ballot.
8. Shall be held at the meeting of the Annual Meeting / Reorganization Meeting.
9. No write in votes shall be allowed.
10. Nominations for Officers and Board of Director’s.
	1. Any member of FCOA may recommend one or more qualified individuals for nomination to serve as a Director or officer provided, however, that each recommendation shall be (a.) in writing, stating the name and qualifications of such individual, (b) received by the Nominating Committee for consideration at least **45** days prior to the date of the Annual Meeting/Reorganizational Meeting of the members.
	2. The Nominating Committee shall present their recommendations for candidates of consideration to the Board of Director’s as least **30** days prior to the date of the Annual Meeting/Reorganizational Meeting of FCOA.
	3. The Board of Director’s shall present their recommendations in writing to the Membership at least **20** days prior to the Annual Meeting/Reorganization Meeting of the FCOA.
	4. Candidates shall not be an officer of another officials association of the IHSAA. **Any candidate must be a member in good standing and shall have membership in the association for a minimum of three consecutive ~~calendar~~ membership years.**
	5. To remove a Board Member for missing 75% of meetings or failure to assist the Board with association business. It requires a vote of the Board membership and requires a 5 out 7 members to confirm the removal of the member. The member may be present for the vote but not required.
11. Vacancy of Officers or Director’s. Any vacancy of an officer or Board of Director will be filled by recommendations of the President, and approved by a majority vote of the Board of Director’s.

ARTICLE VIII. DUTIES OF OFFICERS

 Each officer is responsible for carrying out the duties of his/her office.

1. President shall:
	* 1. The President shall preside over all meetings of the Members and the Board. Discharge all the duties, which devolve upon a residing officer and shall exercise a general control of supervision of FCOA.
		2. The President shall perform such duties as the Code of By-Laws provides or the Board may prescribe.
		3. Develop all meeting agendas and preside at such meetings.
		4. Serve as Chairperson for the Board of Director’s.
		5. Appoint sports committee chairpersons**. The Board of Director’s shall approve/disapprove the President’s recommendation for Sports Chairperson’s**
		6. Appoint Chairperson(s) of any FCOA committee. **The exception of the Nominating Committee which shall be the President Elect.**
		7. **Deliver the** President’s report at the Annual Meeting.
		8. Act as official representative (or designate a representative) for **IHSAA** meetings when necessary.
		9. Act as one of the authorized agents for withdrawal of money. **Any withdrawals require two officer signatures.**
		10. **The President shall nominate a Sargeant at Arms that the Board of Director’s must approve/disapprove. The President shall select two additional members of the Association to work with the Sargeant at Arms.**

**The Sargeant at Arms and two members will count the ballots from the online voting and the in person voting at the Annual Meeting. The Sargeant at Arms shall give the Secretary of the Association all ballots from both the online and in person voting. They shall be kept for two years and then may be destroyed. The Sargeant at Arms shall provide to President the tally of votes from both the online and in person voting The President shall inform the members present at the Annual meeting the results of the election and any other Association business. The Secretary of the Association shall inform all members by email the results of the election or any other Association business within seven (7) days of the date of the Annual Meeting.**

1. President-elect/**Past President** shall:
2. **Shall be a member of the Board of Director’s and serve a term of one year**
3. In the absence of the President or in the event of his or her ability or refusal to act, the President-elect shall perform all duties of the President, and when so acting shall have all of the powers of and shall be subject to all of the restriction upon the President.
4. Act as an aid to the President, performing duties designated by him/her.
5. Coordinate **or Designate the By-Laws Committee Chairperson for** any changes to the FCOA By-Laws.
6. **May** Solicit funds for advertising **and or sponsorship** **with approval of the Board.**
7. **The Past President shall serve as chairperson on the nomination committee for a term of one consecutive year.**
8. Secretary shall:
9. The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for **that** purpose. The Secretary shall see to it that all notices of meetings are given in accordance with the provisions of these By-Laws or as required by law, and shall in general perform all of the duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President or the Board. The Secretary shall be responsible for the collection of membership data and **maintain it in Association records.**
10. Serve on the Board of Director’s.
11. Maintain attendance records provided by the sports chairpersons and other committees.
12. Record proceedings of Board of Director’s and meeting.
13. Maintain membership data including; names, addresses, email addresses, telephone numbers and licensed sports.
14. Maintain an official copy of the FCOA Rules and By-Laws.
15. Notify membership of Annual Meeting/Reorganizational Meeting and general business meetings.
16. Maintain election records **for a period of two years.**
17. Act as one of the authorized agents for withdrawal of money. **Two officer signatures are required on all checks.** Secretary’s report at Annual Business Meetings.
18. Conduct correspondence pertaining to the affairs of the FCOA.
19. **Deliver Secretary report at the Annual Meeting.**
20. Confirm **online or in person** meeting sites after notification from sports chairpersons.
21. Attend or designate a representative to attend Association of Secretaries of Officials Meetings as required by the **IHSAA**
22. Receive Corporation papers from the State annually and forward to the Treasurer.
23. **Complete and submit the Annual Secretary of State filing report.**
24. Treasurer shall:
25. The Treasurer shall have charge of and be responsible for all funds and securities of FCOA, for receiving and giving receipts for monies due and payable to FCOA from any source whatsoever, for depositing all such monies in the name of FCOA in such banks, trust companies, or other depositories as shall be designated by the Board, and for disbursing the funds of FCOA as may be ordered by the board. The Treasurer shall perform all duties incident of the office of Treasurer and such other duties as may from time to time be assigned by the President or by the Board. If required by the Board, the Treasurer shall give bond for the faithful discharge of his/her duties in a sum with one or more sureties satisfactory to the Board. The Treasurer shall present an annual fiscal report to the membership at the Annual Meeting / Reorganizational Meeting of FCOA, which report shall accurately reflect the total fiscal status of FCOA. The Treasurer shall present a financial report at each regularly scheduled Board meeting showing monthly income, monthly expense and a year to date fiscal status of FCOA.
26. Serve on the Board of Director’s.
27. Receive and deposit all monies collected and keep an accurate record of these funds.
28. Provide an accurate account of receipts and expenditures and pay all bills approved by the Board of Director’s.
29. Present a Treasurer’s report at each Board Meeting, the Annual Meeting and as required for other meetings.

ARTICLE IX. BOARD OF DIRECTOR’S

 The Board of **Director’s** shall consist of the following:

1. The four elected officers of FCOA; President, President-Elect, Secretary **and** Treasurer.
2. The Past President is automatically appointed to the Board of Director’s for a one (1) year term with voting privileges.
3. One **Sports’** chairperson **shall be** elected to the Board of Director’s by the Sport Chairs of the FCOA. **This position is for a period of one year.**
4. Two at-large members. One at-large member will be elected each year at the Annual Meeting / Reorganization Meeting. Any vacancy of an at-large member will be filled by appointment of the President with approval of the Board of Director’s.
5. The Board of Director’s shall establish the calendar of FCOA board meetings and the date of the Annual Meeting/Reorganizational Meeting.
6. A quorum is at least two thirds of **all** Board members.

ARTICLE X. COMMITTEES

1. Sports Committees

The President shall appoint the chairperson for each sport committee. Those chairpersons, along with the President, shall determine the number of members, and select the members for respective sports’ committees. The duties of such committees are as follows:

1. Be directly responsible for IHSAA Rules Interpretation Clinics (where applicable).
2. Be directly responsible for training and encouraging officials in the respective sport by setting up training sessions and informing the membership of dates, times and sites of these training sessions.
3. Act as a resource for rule interpretations regarding situations in that sport.
4. Plan and direct regular meetings of respective sport.
5. Submit yearly sports calendar to the FCOA Secretary for **placement on the Association Website.**
6. Recommend to the Board of Director’s, as necessary, an outstanding official in their respective sport for submission to the IHSAA for consideration as outstanding official of the year. Serve as a contact for schools regarding scheduling and other concerns.
7. Provide assistance, as necessary, in administering IHSAA licensing exams as directed by the Board of Director’s
8. Nominating Committee

The Past President/President-Elect shall be the Chairperson of the Nominating Committee. The committee shall consist of the Past President/President-Elect and at least two additional members of FCOA one of which shall not be a board member. The Nominating Committee shall identify, determine the eligibility of, and recommend to the Board persons to be considered for membership on the Board of Director’s. With respect to persons considered for membership on the Board, the Board shall there upon deliberate and by resolution adopted by majority of the Board recommend a slate of Director’s to the membership for approval. Any member of FCOA may recommend one or more qualified individuals for nomination to serve as a Director provided, However, that each recommendation shall be (a.) in writing, stating the name and qualifications of such individual, (b) signed by at least four members of FCOA, and (c.) received by the Nominating Committee for consideration at least **45** days prior to the date of the Annual Meeting/Reorganizational Meeting of the members. The Nominating Committee shall present their recommendations of candidates of consideration to the Board of Director’s as least **30** days prior to the date of the Annual Meeting/Reorganizational Meeting of FCOA. The Board of Director’s shall present their recommendations in writing to the membership at least **20** days prior to the Annual Meeting/Reorganization Meeting of the FCOA. Other than through such advance written recommendation process, members shall not have ability or authority to nominate any person to serve as a Director.

1. Audit Committee

The Audit Committee of the Board of Director’s shall consist of three Director’s, one of which will be the President. The President will select the other two Director’s of the Audit Committee. The Treasurer shall be an ex-officio of the Audit Committee. The Audit Committee will review annually FCOA’s financial records. The Audit Committee may recommend to the Board of Director’s that FCOA hire an auditing firm to conduct a complete audit of its financial records. This recommendation would require Board approval. The Auditing Committee will present their report or audit to the Board of Director’s on an annual basis. A copy of their audit or financial report shall be presented to the Members at the Annual Meeting/Reorganizational Meeting.

1. Scholarship Committee

The Scholarship Committee shall consist of at least four members of FCOA with the chairperson appointed by the President. The Scholarship Committee shall solicit nominations for the number of scholarships approved by the Board of Director’s on an annual basis. The Scholarship Committee shall review annually the scholarship application and eligibility requirements. Recommendations for change must be submitted to the Board of Director’s for approval. Scholarship committee recommendations shall be submitted to the FCOA Board of Director’s for approval as least 2 weeks prior to the Annual Meeting / Reorganizational Meeting. The Chairperson or representative of the Scholarship Committee will present scholarship (s) at the Annual Meeting/Reorganizational Meeting of the FCOA.

1. Other Committees

The Board may, by resolution adopted by a majority of the Board, establish other committees of the Board at its discretion to carry out the purposes of FCOA and not having or exercising the authority of the Board, except as otherwise provided in such resolution, members of each such committee shall be appointed and may be removed by the President of the Board.

1. Quorum

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the entire committee shall constitute a quorum.

1. Minutes

Each committee shall keep regular minutes of its actions and submit them to the Secretary of the Board **within five (5) days of their meeting.**

1. **All minutes of board meetings and committees shall be posted on the association website.**

ARTICLE XI. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts

The Board by resolution may authorize any officer or officers, agent or agents of FCOA, in addition to the officers so authorized by these By-Laws to enter into any contract or execute or deliver any instrument in the name of and on behalf of FCOA and such authority may be general or confined to specific instances.

1. Check Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of FCOA, shall be signed by the President, Treasurer or other Board designee of FCOA and in such manner as shall from time to time be determined by resolution of the Board. All checks, drafts, or other orders of payment require two signatures. **All accounting practices for the Association will be done online, with all checks requiring two signatures.**

1. Deposits and Investments

All funds of FCOA shall be deposited or invested to the credit of FCOA with such appropriate institutions as the FCOA Board may resolve.

1. Loans to Officer’s and Director’s

FCOA shall **NOT** lend money to or guarantee the obligations of any Director’s or Officer’s of FCOA.

1. Bonding

The Treasurer or such other individuals of FCOA as may be specified by resolution of the Board from time to time shall be bonded at the expense of FCOA.

ARTICLE XII. INDEMNIFICATION; QUALIFIED DIRECTOR IMMUNITY; INSURANCE

1. Indemnification.

To the extent not inconsistent with the laws of the State of Indiana, **every person, director, officer, manager, member, trustee, employee** or agent of FCOA (including, without limitation, those persons serving in connection with FCOA’s employee benefit plans) shall be indemnified by and shall receive advancement of expenses from FCOA to the fullest extent permitted by the Act. The obligations of FCOA hereunder shall apply to the fullest extent authorized or permitted by applicable law, as presently in effect or changed thereafter, but only to the extent that such changes permit FCOA to provide broader indemnification rights than permitted prior to giving effect thereto. The foregoing indemnification and advancement of expenses shall apply to service in such person’s official capacity with FCOA and to service at FCOA’s request while also acting in an official capacity. The rights of indemnification provided herein shall be in addition to any rights to which any such eligible persons may otherwise be entitled. The provisions hereof shall be deemed to be a contract between FCOA and each such eligible person and each person’s rights hereunder shall not be adversely affected by any repeal, modification or amendment hereof that occurs subsequent to such person becoming an eligible person.

B. Qualified Immunity.

 To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of FCOA, shall be entitled to immunity from civil liability to the extent provided by Ind. Code §§ 34-30-4-1 *et seq*.

C. Insurance.

 FCOA shall have the power to purchase and maintain insurance on behalf of any person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a director, officer, manager, member, trustee, employee or agent of FCOA against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such.

ARTICLE XIII. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted, by a simple majority of the Board present and voting at any regular or special meeting of the Board **of Director’s** at which a quorum is present.

**Ron Miller moved that Dan Stewart present the revised By Laws to the Fall Creek BOD for consideration and approval at their February Board Meeting. Michael Spilker seconded the motion. The vote was unanimous in favor of the action.**