

**CONSTITUTION AND BYLAWS  
OF THE  
GREATER NAPLES OFFICIALS ASSOCIATION**

**1.0 NAME**

This association will be known as the GREATER NAPLES OFFICIALS ASSOCIATION, INC. (hereinafter referred to as “GNOA”).

**2.00 MEMBERSHIP**

- 2.10 Any individual who desires to officiate in any capacity, at any athletic contest, in the various sports that are represented by the divisional sports within the GNOA, shall be eligible for membership upon submission of an application using the form(s) provided by the GNOA and upon:
- 2.11 The verification of the proper registration with the Florida High School Athletic Association (FHSAA) and any other applicable supervising body;
  - 2.12 The payment of the annual dues and/or outstanding fines set by the Board of each Divisional Sport and/or the GNOA; and
  - 2.13 The submissions of proof of compliance with Jessica Lunsford Act and be in compliance with any Florida Statutes.
- 2.20 A member who has fully complied with all provisions of Article 2.10 of the GNOA Bylaws shall be considered a member in good standing of GNOA, unless one of the provisions of 2.30 below apply. Only members in good standing will retain the full rights and privileges of membership.
- 2.30 A member will lose good standing status as a result of any of the following:
- 2.31 A suspension by the FHSAA, the Board of Directors of the GNOA, or a nationally recognized governing body;
  - 2.32 The nonpayment of fines or dues levied by the GNOA or any divisional sport; or,
  - 2.33 The failure to maintain compliance with any Florida Statutes.
- 2.40 Membership will terminate upon the death of a member, resignation of a member, the revocation of the member’s registration by the FHSAA or other appropriate supervising body, or when a member fails to comply with the provisions in 2.10 above. If any member resigns during a time in which they are serving a suspension from the GNOA or one of its Divisional Sports, then the resignation tolls the suspension until such time as the member rejoins GNOA.
- 2.50 Nothing in this section shall preclude a divisional sport from suspending a member within its divisional sport who is otherwise in good standing with the GNOA.

2.60 **RECRUITING NEW MEMBERS.** The GNOA and each Sporting Division within the GNOA shall emphasize the recruitment and training of new members. Each Sporting Division shall maintain a written recruiting plan, and update the plan annually, to describe their recruiting goals and intended actions and incentives to recruit new members to their Sporting Division. Further, at the end of their respective sport seasons, each Sporting Division shall make a written report to the GNOA Board summarizing all efforts made by the Sporting Division to recruit new members since the last report, as well as setting forth a written goal for the number of new members to be obtained before the beginning of the next sport season, and a report of the number of new members achieved since the last report. Efforts to obtain new members may include, but not be limited to, forgiving dues to members who bring in a new member, setting aside portions of the budget to advertise locally to obtain new members, and designating a committee to determine other appropriate methods of community outreach to attract new members. Further the Sporting Division's written plan must include goals for obtaining minority members.

### **3.00 MEMBERS' MEETINGS; VOTING.**

- 3.10 At least once in each calendar year, there shall be an annual meeting of the members of GNOA. The annual meeting shall be held at a day, place and time designated by the Board of Directors of GNOA, for the purpose of transacting any business duly authorized to be transacted by the members.
- 3.20 Special meetings of the members must be held whenever called by the President or by a majority of the Board of Directors, and may also be called by members having at least ten percent (10%) of the votes of the entire membership. Such requests shall be in writing, shall state the purpose or purposes of the meeting, and shall be signed by all the members making the request. Business at any special meeting shall be limited to the items specified in the notice of meeting.
- 3.30 Notices of all meetings of the members must state the time, date, and place of the meeting and include an agenda for the meeting. The notice must be mailed or emailed to each member in good standing at the address which appears on the books of the Organization, or may be furnished by personal delivery if a written waiver of mailing is obtained. The member bears the responsibility for notifying the Association of any change of address. The notice must be mailed, delivered or transmitted at least fourteen (14) days before the meeting.
- 3.40 Members may vote on business at all membership meetings, so long as they are personally present and they are registered with GNOA as their primary membership for at least one sport. Fifteen percent (15%) of the general membership shall constitute a quorum for purposes of this section.

#### **4.00 PROPERTY RIGHTS**

- 4.10 No member shall have any right, title, interest, or privilege with respect to any GNOA property or assets, nor shall any of the GNOA assets or property be distributed to any member upon the dissolution of the corporation.

#### **5.00 LIABILITY OF MEMBERS**

- 5.10 No member of the GNOA shall be personally liable for any of the corporation's debts, liabilities, or obligations.
- 5.20 No member shall be subject to any assessment other than annual dues assessed or fines levied against the member by the GNOA or any individual sports division.

#### **6.00 GNOA BOARD OF DIRECTORS**

- 6.10 All corporate powers shall be exercised by or under the authority of the GNOA Board of Directors (hereinafter referred to as the "Board" members of which shall be referred to as "Directors") and the affairs of the corporation shall be managed under the direction of the Board which is solely empowered to negotiate and execute contracts for the benefit of all GNOA Divisional Sports.
- 6.11 As of July 1, 2014, the Board of Directors is Robert Murrell, Gregory Perrino, Kevin O'Leary, James Merrow and Reuben Doupé. These Directors shall continue to hold their positions until and through June 30, 2016.
- 6.12 Effective upon the completion of a contract to provide services with any School District or upon the creation and establishment of Sporting Divisions as set forth below, additional Directors will join the existing Board of Directors as representatives of any Sporting Division that is not otherwise represented by one of the existing Directors.
- 6.20 There shall be a minimum of five (5) "Directors" on the Board at all times. Beginning July 1, 2016, the Board shall consist of one Director from each Divisional Sports Board. Each Divisional Sports Board shall elect one of its current Divisional Sport's Boards to serve on the GNOA Board of Directors for a term as set forth below. No Director can represent more than one Divisional Sport on the Board. Should a Director resign from the GNOA or fail to retain his/her Divisional Board position, that sport's Divisional Sport's Board shall select a replacement to serve on the Board for the remainder of the vacated term. If there are an even number of sports being represented on the Board, then there will be one additional at large position that will be appointed by the elected Board in order that at all times there will be an odd number of Directors on the Board.
- 6.30 The term for Directors shall be one year (July 1 through June 30).

- 6.40 Any Director may be removed from the Board for misconduct or chronic non-attendance. Chronic non-attendance shall be defined as missing two or more meetings in any one fiscal year. All votes for removal require a majority vote of the Board and must take place at a duly called meeting of the Board. Any Director may be removed at any time by a majority vote of the Members of the Sporting Division which is represented by such Director, held at a duly called meeting of that Divisional Sport.
- 6.50 A simple majority of the total number of Directors shall constitute a quorum for the transaction of GNOA business at any Board meeting. The act(s) of a majority of the Directors present at a meeting at which a quorum is established shall be the act(s) of the Board.
- 6.60 Regular meetings of the Board shall be held no less than quarterly during each fiscal year (July 1 – June 30). Other meetings of the Board may be called by the President or at the request of any three (3) Directors. At least two (2) full days must be given for any Board meeting to occur. Participation in a meeting by telephone shall be the same as being physically present at the meeting. No voting by proxy, written or otherwise, shall take place at Board meetings. Any and all Directors in attendance at a meeting waive their right to object to any notice of a Board meeting.
- 6.70 The Board reserves the right to take any action deemed appropriate to ensure a Divisional Sport Board Director(s), Assignment Secretary, and/or general member(s) comply with these by-laws and any other directives of the Board.
- 6.80 The Board shall review any and all nominees for elected position for all Sporting Divisions. The Board must hold a meeting within thirty (30) days of receipt of the nominees from the Sporting Divisions and take a vote to approve each nominee. The Board must immediately notify each Sporting Division as to which nominees were approved. If additional nominees are required to fill a slate of positions for a Sporting Division, then the Board will have additional meetings, as required, to review and approve the additional nominees.
- 6.90 The Board, at its discretion, may add or dissolve any or all of its Sporting Divisions. The Board will appoint each Sporting Division Board, and shall specifically appoint the Division's President and Assignment Secretary, upon the creation of any Sporting Division including the initial creation of the Sporting Division. The Sporting Division Board will serve until the end of the first fiscal year of that new Division.
- 6.95 The Board shall create and maintain a written grievance procedure, which will detail the procedure to be followed by the GNOA Grievance Committee, as well as an appeal procedure. Once created, the grievance procedure may be changed by a majority vote of the Board, no more than one time every two years.

## 7.0 OFFICERS

7.10 The Board will hold an annual election for President, Vice President, Secretary and Treasurer, to be selected from the current Directors. These officers shall serve at the pleasure of the Board.

7.11 Initially, the Treasurer shall be Gregory Perrino. In the event, in the future, that Mr. Perrino is no longer a member of the Board, then the Board shall select a Board member that is a licensed C.P.A. as the Treasurer. If there is no licensed C.P.A., or accounting professional, on the Board, then the Board may appoint any Member of GNOA, who is a C.P.A. or accounting professional, to serve as the Treasurer. In the event the Treasurer is not a member of the Board, then they will serve at the pleasure of the Board, but will not have a vote in Board business.

7.12 In the event that there is no Member of GNOA that is a C.P.A. or accounting profession willing to take on the position of Treasurer, then the Board shall appoint a Treasurer from the current Directors, and an outside C.P.A. must be hired by GNOA to assist the Treasurer in properly fulfilling the duties of the position.

7.20 The duties of each officer will be:

7.21 **President:** The President will act as the Chief Operating Officer of the GNOA and enjoy all right and privileges normally attended to the office. The President shall preside at all meetings of the members and Directors, shall be ex officio a member of all standing committees, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute all contracts or other documents requiring the seal of the Association, except where such are permitted by law to be otherwise signed and executed, and the power to execute is delegated by the Board to some other officer or agent of the Association.

7.22 **Vice President:** The Vice President, in the absence of the President, is vested with the powers and duties of the President. This individual shall perform all other duties as may from time to time be assigned by the President of the Board. Also the Vice President will act as temporary President should the President resign his/her position. If the Board so determines, there may be more than one (1) Vice President.

7.23 **Secretary:** The Secretary shall keep minutes of all Board meetings and shall receive and file a copy of the minutes of all Divisional Sports Boards and general membership meetings.

7.24 **Treasurer:** The Treasurer shall prepare an annual budget of the corporation, maintain the corporate bank accounts, and shall be responsible for all filings with federal, state and local tax returns required of the corporation, including but not limited to form 1099. The Treasurer shall also be primarily responsible for billing schools or other customers for services and collecting payments on such invoices, for all Sporting Divisions. It is the intent of this paragraph that the Treasurer of the Board will oversee and run all of the financials for the entirety of GNOA. The Treasurer must provide periodic financial reports to each Sporting Division to allow the Officers of each Sporting Division to publish a Treasurer's Report at their meetings, but is not required to attend Sporting Division meetings.

7.25 **Other Officers:** The Board may, from time to time, appoint such other officers, and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Association.

7.30 **Resignations:** Any officer may resign at any time by giving written notice to the Divisional Board and unless otherwise specified therein, the resignation shall become effective upon receipt.

7.40 **Ex-Officio:** At the beginning of each fiscal year, the Board shall elect one of its members to serve as the Ex-Officio officer for the Grievance Committee. Once selected, the Ex-Officio will not change unless the Board member resigns or loses their good standing. In the event of a conflict of interest that does not allow the Ex-Officio to preside over a specific grievance, then he or she shall be replaced for the conflicted grievance only by the President or another Director in the event the President has a conflict of interest.

## 8.0 **FINANCIAL SECTION**

Divisional Sports will use the format provided by the GNOA Treasurer for the following:

8.10 Divisional Sports will be required to submit an Annual Budget by July 15<sup>th</sup> of each year to the Treasurer of GNOA.

8.20 Unless the following information is kept by the Treasurer of the GNOA directly, the Divisional Sports will be required to submit to the Treasurer of the GNOA quarterly income statements with used/unused budget items categorized and a reconciled cash balance. These statements will be dated:

September 30<sup>th</sup> due by 10/15

December 31<sup>st</sup> due by 1/15

March 31<sup>st</sup> due by 4/15

June 30<sup>th</sup> due by 7/15

- 8.30 Unless the following information is kept by the Treasurer of the GNOA directly, the Treasurers of each of its Divisional Sports will be required to submit, to the Treasurer of the GNOA, payment information on all members who received payments during the calendar year. This information is due on or before January 15<sup>th</sup> of the following year.
- 8.40 Divisional Sports Treasurers will serve until the end of the next quarter following election of a new Divisional Sports Treasurer. During the period of time from the election to the next quarter's end, the new Treasurer will be educated on all the reporting requirements. At the end of the quarter, the outgoing Divisional Sport's Treasurer will submit to the Treasurer of GNOA all of its Divisional Sports members Federal 1099 information to date for the current calendar year. The new Treasurer will assume all other reporting responsibilities thereafter.

9.0 **LIAISON TO SCHOOLS**

- 9.10 The Board shall elect a sole Member as "Liaison to Schools," which may be a Director or a Member at Large to serve at the pleasure of the Board of Directors.
- 9.20 Once selected, the Liaison shall be appointed for a term of three (3) years.
- 9.30 The Liaison may resign at any time by giving written notice to the Board and unless otherwise specified therein, the resignation shall become effective upon receipt. The Board may also replace the Liaison in its discretion.
- 9.40 Upon resignation, or the end of the term, of the Liaison, the Board shall promptly elect a new Liaison, which may continue to be the incumbent.
- 9.50 It shall be the duty of the Liaison to be the primary contact person on behalf of GNOA for any and all schools or school districts which contract with GNOA for officiating services, for all sports. The Liaison may delegate contact and communication with any individual sport to another member of that Sporting Division only with permission of the Board.

10.0 **GRIEVANCE COMMITTEE**

- 10.10 There shall be one grievance committee to serve GNOA.
- 10.20 The committee will consist of one member representing each Sporting Division. The term for each grievance committee member is GNOA's fiscal year. There will be no term limits. A committee member will be removed from the committee during the fiscal year if they lose their good standing or if they resign, in which case the represented Sporting Division shall immediately select a replacement member for the grievance committee.

- 10.30 There shall always be an odd number of members of the grievance committee. In the event that there are an even number of Sporting Divisions, then the GNOA Board of Directors shall select an additional at large member to fill out the grievance committee.
- 10.40 The members of the GNOA Board of Directors are not eligible to serve on the Grievance Committee. The Board Ex-Officio shall attend all meetings of the grievance committee, and shall assist in gathering and disseminating information, but may not vote in any committee decisions.
- 10.50 In the event that one or more of the committee members is involved, either directly as a party to the grievance, or indirectly as a critical witness of the events which led to the grievance, then any such members shall be recused from consideration of that grievance only. Such members may not participate in the proceedings. The committee shall address such grievance with the remaining committee members.
- 10.60 The committee shall follow the grievance procedures as set forth in these By-laws and as created by the GNOA Board of Directors.

#### 11.0 **DIVISIONAL SPORTS**

- 11.10 Divisional Sports Board of Directors: Each individual sporting division that is a member of the GNOA, representing a separate sport, will be governed by a Board of Directors. The size of such Board of Directors shall be determined based upon the number of officials that were primary members of the Sporting Division during the preceding fiscal year. For sports with less than 25 primary officials, the Board of Directors shall consist of Three (3) Board Members; and for sports with 25 or more primary officials, the Board of Directors shall consist of Five (5) Board Members (for ease of reference, the Directors for the Divisional Sports will be referred to as “Divisional Sport Board Members” or “Board Members”). The Board Members for each sport shall be: a President, Vice President, Secretary, Treasurer and Assignment Secretary, which officers may also be Board Members. Boards of three shall consist of a President, Secretary and Assignment Secretary.
- 11.20 Initially, upon formation of each Sporting Division, the Divisional Sports Board of Directors shall be selected by the GNOA Board, and those Board Members shall hold their office until June 30, 2016. After June 30, 2016, all Divisional Sports Board positions shall be elected by the Divisional Sports membership for one (1) year terms. To be eligible for election, a member must have completed at least two (2) consecutive years of membership in a Sporting Division for which he/she is seeking election and, all nominees must be approved by the GNOA Board. Nomination for all elected positions must be made no later than April 30<sup>th</sup> each year, or sixty (60) days prior to the end of the current term, whichever is earlier. Within five (5) days of nomination, the Divisional Sports Secretary must

provide the slate of nominees to the GNOA Board for review. The GNOA Board must notify the Sporting Division of their decision concerning each nominee within thirty (30) days of receipt of the nominees. If necessary to fill a slate of nominees, the Sporting Division may submit additional nominees to the GNOA Board for review.

- 11.30 The Divisional Sport Board shall meet as per their operational documents. In the absence of none, the Board Members of the Divisional Sports shall meet at the call of the President of the Divisional Sport or from two other Officers or Directors. The Divisional Sport Board will also select a representative from their Board or their officials to represent their Sporting Division on the GNOA Grievance Committee.
- 11.40 At a minimum, the Board Members of each Divisional Sport shall be responsible for establishing and exercising training and evaluation programs and committees to run such programs as required by the FHSAA.
- 11.50 The GNOA Board shall insure that all Divisional Sports Boards and all members act in a professional manner in performing their duties, including enforcing the code of conduct defined by the FHSAA and other appropriate authorities
- 11.60 If a Divisional Sport imposes a fine on one of its members, the amount of any fine shall not exceed the total amount of fees earned by the individual from which the fine originated.
- 11.70 The Divisional Sports Board shall insure that all of its members act in a professional and unbiased manner in performing their duties, including enforcing the code of conduct defined by the FHSAA and other appropriate authorities.

## **12.0 OFFICERS – DIVISIONAL SPORTS**

- 12.10 **President:** The President of the Divisional Sport will preside over all Divisional Sport meetings of the general membership and the Divisional Sport's Board meetings. This individual will carry out all the other usual duties of this Office and may suspend members temporarily when events warrant such action pending a GNOA Board review. For Sporting Divisions with three member boards, the President shall also be responsible for the duties of the Vice President as described below.
- 12.20 **Vice President:** The Vice President, in the absence of the President, is vested with the powers and duties of the President. This individual shall perform all other duties as may from time to time be assigned by the President of the Divisional Sports Board. Also, the Vice President will act as President should said President vacate his/her position. The Vice President of each Divisional Sports Board shall also be the officer in charge of the Sporting Division's Training Committee, and shall oversee the training of all members of the Sporting Division.

- 12.30 **Secretary:** The Secretary shall keep a chronological record of the general membership for that Divisional Sport and the minutes of the meetings for that Divisional Sports Board. This individual shall, submit the record of the previous meetings to the general membership or for that Divisional Sports Board, for approval as the official minutes of that Divisional Sport. This individual shall prepare and distribute all notices as required by the Divisional Sports President or Board and shall also be responsible for collecting all reports of the committees of the Sporting Division and transmitting those reports to the GNOA Board. For Sporting Divisions with three member boards, the Secretary shall also be responsible for the duties of the Treasurer as described below.
- 12.40 **Treasurer:** The Treasurer will prepare the annual budget for the Sporting Division, which must be submitted to the Divisional Sports Board for approval. Unless such actions are to be handled by the GNOA Board, as determined by the GNOA Board, the Treasurer shall maintain the Divisional Sports bank accounts, collect and deposit the revenue and pay the expenses. The Treasurer shall make a report to each general membership meeting of the financial reports provided by the Treasurer of the GNOA. He/she will prepare any information deemed necessary by the GNOA Treasurer of the Board for the Sporting Division, to allow proper tax and financial reporting. The Treasurer is not responsible for invoicing schools or collecting payment, as those duties are delegated to the GNOA Treasurer.
- 12.50 **Assignment Secretary:** The Assignment Secretary must comply with any and all FHSAA regulations or other governing bodies including directives of the GNOA Board, when making assignments. Members deemed not to be in good standing with the GNOA, FHSAA, or other governing bodies are specifically prohibited from receiving game assignments. The Assignment Secretary shall also comply with any and all terms or provisions in any contract entered by the GNOA for the provision of officials for sporting contests.
- 12.60 **Vacant Board of Director Positions:** Each Divisional Sports Board will appoint a current member to any vacant Board position. The appointment which is made will be to fulfill the current term of the office.
- 12.70 **Committees:** Each Divisional Sport is required to comply with all FHSAA requirement regarding Committees, except the Divisional Sports are not required to have their own grievance committee. Each Committee shall report to their Divisional Sport's Board.
- 12.75 **Playoff Recommendations:** The Recommendation Committee for each Sporting Division shall take all of the following into consideration when making playoff recommendation (in no specific order): the qualifications of each member as demonstrated by the FHSAA ranking of each member; the length of time the member has been an official at his sport; prior

playoff experience; attendance of the member at Division meetings and training sessions; performance of the member as determined by local evaluations; and, any other consideration deemed appropriate by the Recommendation Committee. The Recommendation Committee shall not consider any facts which would violate a member's civil rights, including, but not limit to, race or ethnicity, gender, age or religious preference.

- 12.80 **Voting and Membership Meetings:** Candidates for Divisional Sports Officers and Board must be nominated at an official meeting of the respective Divisional Sports Membership and shall be elected at the following official meeting of the respective Divisional Sport, following submission to the GNOA Board pursuant to paragraph 6.80 above. No member who is not currently in good standing with the GNOA or is not registered as a primary member of GNOA in that sport will be considered for nomination as an officer or director of that Divisional Sport. Only members in good standing who are registered as primary members of GNOA in that sport will be allowed to vote in person or via an approved written absentee ballot (if absentee ballots are approved by the Sporting Division). This absentee ballot must be received by the Divisional Sport's Secretary and one other designated Officer, Director, or general member of that Divisional Sport prior to the start of the election meeting.
- 12.90 All elections will be concluded with winner decided with a plurality of the outstanding votes.
- 12.95 Modified Robert's Rules of Order shall control all parliamentary questions in the conduct of all meetings, except wherein conflict with specific articles of these By-Laws.

### **13.0 AMENDMENTS**

- 13.10 Amendments to Bylaws: The power to amend the Bylaws shall be vested with all GNOA members in good standing with the Organization. Proposed changes shall be sent in writing to the Secretary of the GNOA Board who will distribute the proposed changes for review and editing by the Board, before forwarding to the GNOA President for transmittal to the GNOA membership and for the inclusion on the agenda at the next GNOA annual membership meeting.
- 13.20 These Constitution and Bylaws of the GNOA may be amended by two-thirds (2/3) vote of those members, in good standing, present and voting at the annual meeting, or any special meeting of the membership provided that each proposed amendment has been approved by a majority vote of the GNOA Board, and that both notice and copies of the proposed amendment have been sent by mail or email to the Organization's active members. The active membership must receive at least fourteen (14) days' notice prior to the date of the annual or special meeting at which the Bylaw changes will be considered. Fifteen percent (15%) of the general membership shall constitute a quorum for purposes of this section.

13.30 These Constitution and Bylaws will be automatically amended to comply with any newly enacted requirements of the FHSAA, Florida Statutes, or any other governing body, as necessary. Further, at least once every five (5) years, the GNOA Board shall create a sub-committee to review these Bylaws and the FHSAA Regulations and Policies to determine if any amendments to the Bylaws are necessary to conform with any changes to the requirements of the FHSAA, Florida Statutes or any other governing body.

#### **14.0 DISSOLUTION**

14.10 The GNOA may be dissolved by a two-thirds (2/3) vote of all of the members in good standing with the Organization. The approval of the dissolution of the Organization may be obtained through a vote of the membership in good standing at an annual or special meeting of the membership called for the purpose. In addition, dissolution of the Organization may be obtained, without a meeting, through Written notice of dissolution with reasons stated shall be presented to every voting member no less than thirty (30) days before the meeting at which such action is scheduled to take place.

14.20 Upon the dissolution of the corporation, the GNOA Board shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, promotional (of amateur sports competition), or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the GNOA Board shall determine. Any such assets not so disposed of shall be disposed of by the Collier County Court.