

**BY-LAWS
OF
CENTRAL FLORIDA TRACK OFFICIALS ASSOCIATION, INC.**

**ARTICLE I
GENERAL INFORMATION**

These are the By-Laws of the CENTRAL FLORIDA TRACK OFFICIALS ASSOCIATION, INC. (hereinafter called the "Association"), a corporation not-for-profit under the laws of the State of Florida. The Articles of Incorporation of the Association were filed in the office of the Secretary of State of Florida the 28th day of August, 2008. The Association has been organized pursuant to Chapter 617, Florida Statutes.

Section 1. This organization is open to all track & field officials who are currently registered and certified, and in good standing, with the Florida High School Athletic Association (FHSAA) and/or collegiate and national track & field certifying bodies. Certification in these organizations must be verified. For FHSAA the verification vehicle will be the Association Muster Report. For USATF the vehicle will be the Association report from USATF-FL Officials Chairman. Verification in other certifying bodies will be determined as they are formed. New members will be given one year to comply with this requirement.

Section 2. The office of the Association shall be designated from time to time by the Board of Directors.

Section 3. The Fiscal Year of the Association shall be the calendar year except that the first fiscal year shall begin on the date of incorporation and end on December 31 of that year.

Section 4. Dues Membership dues will be determined each year in the budget process as outlined in Article X. Dues are due one (1) week prior to the Annual Meeting. Renewing members or new members who pay their dues after that date will not be eligible to vote at that Annual Meeting. Notification of the Annual Meeting date will be in accordance with Article II, Section 3.

**ARTICLE II
MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held in January or February at a time and place to be determined by the Board.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth (1/4) of the members who are entitled to vote.

Section 3. Notice of Meetings. Electronic notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by e-mailing notice at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's e-mail address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member in good standing may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof.

Section 6. Voting. In each meeting of members, each member in good standing shall be entitled to cast one (1) vote.

Section 7. Suspension of Voting Rights. Voting rights will be suspended for any member who loses their good standing with FHSAA, collegiate or USATF certifying bodies.

Section 8. Order of Business. The order of business at annual members' meetings and, as far as practical, at other members' meetings shall be:

- a. Call to order by President;
- b. Calling of the roll and certifying of proxies;
- c. Proof of notice of meeting or waiver of notice;
- d. Approval of the minutes of the last meeting;
- e. Reports of officers and directors;
- f. Reports of committees;
- g. Election of inspectors of election;
- h. Determination of number of directors;
- i. Election of directors;
- j. Unfinished business;

- k. New business;
- l. Adjournment

ARTICLE III **BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors; however the initial Board shall consist of three (3) directors as set forth in the Articles of Incorporation, who shall hold office until their successors are elected at the first annual member's meeting.

Section 2. Term of Office. At the first annual meeting the members shall elect one (1) director for a term of one year, two (2) directors for a term of two years and two (2) directors for a term of three years; and at each annual meeting thereafter the members shall elect new directors for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, their successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.

Section 4. Compensation. No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for their actual expenses incurred in the performance of duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 6. Board of Directors Emeritus. Members of the Board who serve their complete term and remain a member in good standing may remain on the Board as a Director Emeritus. The term of this position will be for three years. The term will start at the annual meeting at which the Director's regular term expires. Directors Emeritus will have all rights and privileges of a regular Board member, but will not be a voting member of the Board, cannot hold an office and will not be counted as a Board member to meet the requirement of a quorum to conduct business.

ARTICLE IV **NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the

floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot unless they run unopposed. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the By-Laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE V **MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held periodically without notice at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Open Meeting. All meetings of the Board of Directors shall be open to all members.

ARTICLE VI **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of Association equipment and personal conduct of the members.

- (b) suspend the voting rights of any member who is delinquent in the payment of any assessment or in violation of Association policy.
- (c) exercise for the Association, all powers, duties and authority vested in or delegated to this Association, and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation.
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

Section 2 Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote.
- (b) supervise all officers of this Association and see that their duties are properly performed.
- (c) fix the amount of the annual dues at least thirty (30) days in advance of each annual assessment period.

Section 3 Indemnification Unless otherwise prohibited by law, the Association shall indemnify any director/officer or any former director/officer against any and all expenses and liabilities incurred by them in connection with any claim, action, suit or proceeding to which they are made a party by reason of being a director/officer. However, there shall be no indemnification in relation to matters as to which they shall be adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of their own negligence in the performance of a duty to the Association. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; cost and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director/officer. The Association may advance expenses or, when appropriate, may itself undertake the defense of any director/officer. However, such director/officer shall repay such expenses if it should be ultimately determined that they are not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director/officer against any liability incurred by them which arises out of such person's

status as a director/officer, whether or not the Association would have the power to indemnify the person against that liability under law.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, a secretary and a treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, to have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer they replace.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special officers created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out;

shall sign all written instruments not signed by the Treasurer as denoted in Section 8 (d) and shall co-sign checks when deemed necessary by the Board.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Association; keep proper books of account; cause an annual audit of the Association books to be made by an auditing committee appointed by the Board at the end of the fiscal year; keep appropriate current records showing the members of the Association together with their addresses, phone numbers and e-mail addresses; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting; shall sign financial, tax and regulatory written instruments and make a electronic copy available to member when requested.

(e) Director of Certification. The Director of Certification will be responsible for keeping the Muster Report of FHSAA members current in conjunction with our membership roster. Keep records of members' attendance at clinics and workshops and the number of FHSAA sanctioned meets officiated by members in order to compile and submit a Games Report at the end of each track season. Verify the certification of members by official certifying bodies required in Article I Section 1. Act as liaison between the Association and FHSAA and USATF in the interpretation of rules and policies.

ARTICLE VIII **COMMITTEES**

The Association shall appoint a Nominating Committee and Standing Committees, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Committees must consist of three or five members. Committees shall be selected/appointed based on Association's Articles of Incorporation and/or By-Laws. No member may serve on more than one committee. With exception of the Nominating Committee, board members may not serve as a voting member of any committee established herein. Only one of these officers may serve on a committee in an ex-officio capacity.

The following Standing Committees will function as follows:

Section 1. Evaluation Committee. The Evaluation Committee is responsible for setting up the process and selecting those individuals who will assist with the evaluation of member officials within the Association. Each official with two or more years experience should be evaluated at least once during each season. First-year officials should be evaluated periodically throughout the season so that mini-clinics may be offered, if necessary, to re-enforce good officiating skills.

Members on this committee must have a minimum of five years recent officiating experience and have been certified by FHSAA or USATF for that period. In order to assure a working knowledge of member's skills and capabilities, those selected for this committee should be from different officiating skills (horizontal jumps, vertical jumps, throws and running).

Section 2. Assignment Committee. It is not implied that the Assignment Committee is to make assignments. The Assignment Committee is responsible for overseeing the entire contest assignment procedure within the Association. This includes ensuring compliance with requirements on the composition of officiating crews.

Section 3. Recommendations Committee. The Recommendations Committee is responsible for reviewing the evaluations of each member official during the regular season. This committee is also responsible for preparing and submitting to the FHSAA office a list of member officials who deserve consideration for assignment to the State Series contests. Members on this committee must have a minimum of three years of recent officiating experience and have been certified by FHSAA or USATF for that period. In order to assure a working knowledge of member's skills and capabilities, those selected for this committee should be from different officiating skills (horizontal jumps, vertical jumps, throws and running). Recommendations for State Meet Officiating positions will be made by this committee in accordance with the current year FHSAA Officials Guidebook, in the section pertaining to "Criteria to be followed in making Assignments."

Section 4. Grievance Committee. The Grievance Committee is responsible for hearing complaints and appeals made or brought by one or more of its member officials. Member officials who have grievances because of penalties may appeal under the provisions of the Association's Articles of Incorporation and By-Laws.

Section 5. Education/Training Committee. The Education/Training Committee is responsible for the planning content and implementation of training sessions, including on-the-field training. This also includes educating local officials on FHSAA policies and procedures, NFHS rules and mechanics, and developing a

curriculum that is current and effective in both content and methodology. The committee will provide similar training for USATF and NCAA rules.

ARTICLE IX **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X **BUDGET AND ASSESSMENTS**

Section 1. Budget. Prior to each Annual Meeting, the Board of Directors shall adopt a budget for the next calendar year that shall include the estimated funds required for common expenses and to provide and maintain funds for the Association. The Budget may be adopted by the Board of Directors without the approval of the members, except as otherwise provided in the Articles or these By-Laws.

Section 2. Adoption. A copy of the proposed annual budget shall be e-mailed to each member at least fifteen (15) days prior to the meeting of the Board of Directors at which the budget will be considered, together with a notice of that meeting.

ARTICLE XI **AMENDMENTS**

These By-Laws may be amended, at a regular or special meeting of the members, by a vote of the majority of a quorum of members present in person or by proxy. Amended articles to these by-laws go into effect immediately upon its adoption by the membership. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

ARTICLE XII **MISCELLANEOUS**

Section 1. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with Articles of Incorporation or these By-Laws.

Section 2. Standing Rules. Motions or resolutions governing actions of the organization adopted from time to time as needed to support the bylaws. They are adopted at a meeting of the Association without previous notice by a majority

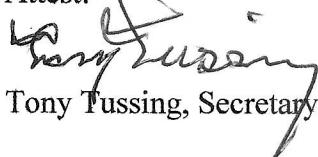
of members present who are in good standing. They may be rescinded or amended at any meeting of the Association by a two-thirds (2/3) vote of members present who are in good standing. They may be suspended for one meeting only by a majority vote of the members who are in good standing present at the meeting.

The foregoing were adopted as the By-Laws of THE CENTRAL FLORIDA TRACK OFFICIALS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors on August 30, 2008 and amended by a majority vote of members at the February 15, 2014 Annual Meeting.

**THE CENTRAL FLORIDA TRACK
OFFICIALS ASSOCIATION, INC.**


Lionel N. Bonck, President

Attest:


Tony Tussing, Secretary

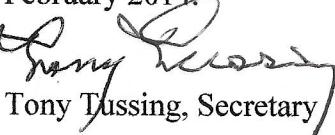
CERTIFICATION

I, the undersigned, do here by certify:

THAT I am the duly elected and acting Secretary of **THE CENTRAL FLORIDA TRACK OFFICIALS ASSOCIAION, INC.** a Florida corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Director thereof, held on the 30th day of *August*, 2008 and amended by a majority vote of members at the February 15, 2014 Annual Meeting.

IN WITNESS WHEREOF I have hereunto subscribed my name this 15th day of February 2014.


Tony Tussing, Secretary

CFTOA Evaluation System

1. In addition to language detailed in Article VIII, Section 1 of the CFTOA By-Laws, performance of evaluations and the recording of these documents will be administered and overseen by the Evaluations Committee ("EC") as directed by the Evaluations Committee Chairperson ("EC Chairperson").
2. Evaluations will be held securely and overseen by the Evaluations Committee. Access to these documents may only be made by the EC and the CFTOA Board of Directors.
3. All evaluations will be made available to the official who has been evaluated. An active CFTOA member may request any of their previous evaluations by writing to the EC Chairperson.
4. Evaluations will be performed at various meets throughout the Track & Field season as designated by the President of CFTOA. These meets will be communicated to the EC which will oversee the evaluation process. There is no set number as to how many meets will be designated.
5. The officials chosen to evaluate officials at an evaluation meet will be chosen by the EC Chairperson. The officials performing an evaluation do not have to be members of CFTOA. The EC Chairperson may seek the advice of the EC and the CFTOA Board in the selection of an evaluating official. In most cases, the following protocol will be utilized in selecting the evaluating officials:
 - a. Lead officials of field events will evaluate their event crew.
 - b. The head starter, head umpire and head clerk will evaluate their event crews.
 - c. The meet referee will evaluate all lead officials, head starter, head EDM, head weights & measure official, head clerk and head umpire.
 - d. If the meet has a field referee and a running referee, the field referee will evaluate the field event lead officials, EDM and the weights and measures officials. The running referee will evaluate the starters, clerks and umpires.
 - e. The meet referee will be evaluated by all field event lead officials, head starter, head umpire and head clerk.
 - f. If the meet has a field referee and a running referee, the meet referee will be evaluated by these two positions.
 - g. Any officiating positions not mentioned above will be evaluated by an official to be assigned by the EC Chairperson.
6. At any time, any member of CFTOA may request to be personally evaluated by notifying the EC Chairperson. The EC Chairperson will designate and assign an evaluator to perform an evaluation of that official. The requesting official is not allowed to request who will evaluate them. That decision will be solely made by the EC Chairperson. The meet selected for this evaluation to occur must be a meet that a qualified evaluator has also been assigned to officiate.
7. At any time, the FHSAA Director of Track & Field may request for a CFTOA official to be evaluated by submitting that request in writing to the EC Chairperson. A copy of that evaluation will be made available to the official being evaluated and the FHSAA Director of Track & Field. The FHSAA Director of Track & Field may also request in writing to the EC Chairperson to view previous evaluations of any CFTOA member.
8. Evaluations are considered a learning tool to better the official being evaluated and should be considered as such. Protesting an evaluation will not be allowed. If an official would like to add comments to their evaluation, they may do so by writing to the EC Chairperson. A copy of this document will be recorded in the CFTOA Evaluation file. No response other than acknowledge of receipt of the document will be given by the EC.
9. An evaluating official is a very important position and the evaluation system relies on timely and accurate submissions. Failure of these duties by an evaluating official will be communicated by the EC to the CFTOA Board of Directors for further action against the evaluating official if warranted.

CFTOA By-Laws

Addendum 2

The requirement that a member must be registered and certified, and in good standing, with the Florida High School Athletic Association (FHSAA) and/or collegiate and national certifying bodies is waived for honorary members.

The following Committee shall be added as a new required committee.

Professional Review Committee

The Professional Review Committee shall oversee and review the professional conduct of officials who are members of CFTOA. The committee will review any complaints regarding officials and their conduct and address the needs of the involved official in any additional training or counseling.

The structure of the committee shall consist of the following personnel and their job descriptions.

Chairman - The chairman of the committee shall be a member of the Board of Directors, but will not have voting rights when to remove an official from the organization.

As the chairman, any complaints or concerns about the conduct of member officials will be accepted and investigated. Complaints may be accepted from coaches, other officials and anyone who has direct knowledge of an official acting in an unprofessional manner. After receiving the information, the chairman will make direct contact with the official of concern and together discuss the issues involved and formulate a plan for correction which may include further training.

Once the plan has been formulated and the official has had an appropriate time period for further training or practice, evaluations will be conducted to evaluate improvement. Hopefully, an official will continue to improve, but in cases where that does not occur, the eventual end result will be dismissal from CFTOA.

The chairman will also be charged with evaluating members who wish to serve in the role of referee for high school meets. An approved "Referee List" will be kept and updated for those members who desire to serve in that capacity.

Committee members - Three members of CFTOA will serve as voting members of the committee. These members may be asked to meet for the purpose of reviewing the evaluation reports of an official and vote on a determination. If the official does not

show improvement, the professional integrity of CFTOA will need to be maintained by removing them from membership.

Regional Evaluators - The chairman may choose veteran officials, who are competent and knowledgeable in track and field officiating, to serve in the role of regional evaluators. These evaluators will observe and evaluate officials who have had complaints made against them and make recommendations. The evaluators may also be involved in re-evaluating the official to observe if progress is being made in the area that needs improvement.

The following is a list of some of the professional conduct issues that will need to be addressed, but professionalism is not limited to the items on the list.

- 1) Not showing up for chosen assignments.
- 2) Tardiness to the chosen assignment.
- 3) Poor knowledge of the rules and misapplication of rules.
- 4) Improper officiating techniques.
- 5) Intimidating athletes and coaches.