

# Constitution

## Margarita Officials Association

### CONSTITUTION

#### *ARTICLE I. NAME*

The name of this organization shall be the Margarita Officials Association (short title: MOA), a Not-For-Profit organization.

#### *ARTICLE II. PURPOSE*

Section 1. The purpose for which the MOA is organized includes, but is not limited to, the following:

- a. Provide training to advance the skills of sports officials.
- b. Facilitate the contracting and assigning of sports officials to amateur sports contests.
- c. Work with sports administrators to provide qualified sports officials to amateur sports contests.
- d. Maintain the highest standard of sports officiating.
- e. Encourage the spirit of fair play and sportsmanship.
- f. Promote the welfare of amateur sports by working with organizations and other officials' associations that are affiliated with amateur sports.

#### *ARTICLE III. MEMBERSHIP*

Section 1. The MOA shall be comprised of the following members:

- a. Active. Active Members are those individuals who have complied with all the membership requirements. New members, excluding transfers that possess bona-fide credentials from another sports officials association which shall be judged on a case by case basis, shall serve a probationary term of one year but not more than three years. New members serving a probationary term may be removed from their probationary status by the Rating and Evaluation Committee or by the Board. The Discipline Committee may place a member on probation at any time for actions, or non-action, described in Section 5, paragraph a, of this Article. Only the Discipline Committee or the Board may remove from probationary status those members placed on probation by the Discipline Committee.

- b. Inactive. Inactive Members are those individuals who have complied with all the membership requirements and are, or have been, duly qualified sports officials but, for any reason, now do not desire to officiate athletic contests.
- c. Honorary. Honorary Members are those individuals who are neither Active nor Inactive Members upon and whom the MOA wishes to bestow such status because of their accomplishments in, or contributions to, amateur sports.
- d. Affiliate. Affiliate Members are those individuals or entities who are neither Active nor Inactive Members upon whom the MOA wishes to bestow such status because of their special interest in amateur sports and the purpose of the MOA.

## Section 2. Membership Requirements

- a. Applicants for Active Membership shall:
  - (1) File with the Executive Director a prescribed written application.
  - (2) Pay the current dues and appropriate sport fees.
  - (3) Provide proof of adequate and in-force liability insurance, as prescribed by the Bylaws.
  - (4) Appear before the membership at the next General Meeting for acceptance or rejection. A majority vote of the members present shall determine acceptance or rejection.
  - (5) The Executive Director may affect interim membership until the next General Meeting.
- b. Applicants for Inactive Membership must meet all the requirements of Active Members except paragraph a(3) of this Section.
- c. Criteria for Honorary Membership shall be determined on a case by case basis. Candidates for such membership shall be proposed to the membership at a General Meeting and must be accepted by a two-thirds affirmative vote of the members present. Honorary Membership is a lifetime membership unless revoked by a two-thirds affirmative vote of the members present at a General Meeting.
- d. Criteria for Affiliate Membership shall be determined on a case by case basis. Candidates for such membership shall be proposed to the Board and must be accepted by a majority vote of the Board members present at any scheduled Board meeting. The term of an Affiliate Membership shall not exceed one year.
- e. A person shall not be denied membership or access due to race, color, creed, religion, sex or national origin.

## Section 3. Membership Rights

- a. Active and Inactive Members have the right to vote in all elections, are eligible to hold elected office and appointed positions, and enjoy all other rights of membership.

- b. Affiliate and Honorary Members enjoy all rights of membership except the right to vote, the right to hold elected office, and the right to hold appointed positions.

Section 4. Resignation. A member may resign at any time and for any reason by filing a letter of resignation with the Executive Director. The Executive Director shall present the letter to the Board at the Board meeting following the letter's receipt. Such resignation shall not relieve the member of the obligation to pay any dues, fees, assessments or other charges previously accrued and unpaid before the submission of the letter.

#### Section 5. Discipline of Members

- a. A member may be censured, fined, placed on probation, or suspended for not more than one year, or may be expelled, for failure to comply with this Constitution, the Bylaws, established authority and regulations, or for delinquency in payment of authorized charges, fines, fees, penalties or assessments. Penalties may also be imposed on a member for any other conduct that is conclusively established to be contrary to the best interests of the MOA.

- b. A charged member shall be provided with a written notice of the charges filed against him/her via certified mail, return receipt requested. The written notice shall contain the alleged violation with specific reference to the Constitution Article, Bylaws provision, rule, or regulation allegedly violated, the specific alleged misconduct, where and when the alleged misconduct occurred, and the person or entity who filed the charge. The charged member shall also be provided with copies of all materials related to the charges. The charged member shall be referred to his/her procedural rights that are contained in Section 5, paragraphs c, d and e of this Article.

- c. A member charged with any violation shall have the right to have their defense heard by the Discipline Committee in person or by written statement. Such right shall be afforded prior to the imposition of any fine, penalty or any other disciplinary action. A member may request a personal hearing within fourteen days of the receipt of the written notice of the charges filed against him/her, provided that the request is made in writing to the President. At the hearing, the person or entity that filed the charges shall be present and both sides may present any information and materials pertinent to the charges. Each party may ask questions of the other party and the other party's witnesses. Legal counsel may be present and may fully participate if the MOA is notified at least three days prior to the date of the hearing. The hearing shall be audiotape recorded and copies of all materials retained on file by the Discipline Committee. The Discipline Committee shall determine whether the charges are valid and, if so concluded, shall impose an appropriate penalty. The committee's decision shall be reported to both parties in writing via certified mail, return receipt requested, not later than fourteen days from the date of the completion of the hearing. A majority vote of the Discipline Committee shall determine its decision.

- d. Appeal

- 1. A member penalized by the Discipline Committee shall have the right of appeal to the Board by filing with the President a written notice of appeal not later than seven days from the date of receipt of the Discipline Committee's decision. The Board shall judge the appeal on the basis of the information presented to the Discipline Committee and on

the review of any additional written information submitted by both parties and received by the President not later than fourteen days prior to the date scheduled for oral arguments. Notice of the date for oral arguments shall be provided via certified mail, return receipt requested, by the President not later than thirty days prior to the scheduled date for oral arguments. Legal counsel may participate. A majority vote of the Board shall resolve the appeal. The Board shall render its decision in writing to both parties via certified mail, return receipt requested, not later than fourteen days from the date on which the oral arguments were concluded. A member filing an appeal shall retain all membership rights and privileges until the appeal is heard and resolved by the Board.

2. A member penalized by the Discipline Committee and whose penalty has been upheld by the Board shall have the right of appeal to the membership by filing with the President a written notice of appeal not later than seven days from the date of receipt of the Board's decision. The membership shall judge the appeal only on the basis of oral arguments presented by the penalized member, or their representative, and a representative of the Board. Notice of the date for oral arguments shall be provided via certified mail, return receipt requested, by the President not later than thirty days prior to the date scheduled for oral arguments. Legal counsel may represent the penalized member. Legal counsel may also represent the Board. The membership shall render its decision by majority vote immediately following the oral arguments. The decision of the membership shall be final. A member filing such appeal shall retain all membership rights and privileges until the appeal is resolved by the membership.

Section 6. Reinstatement. A former member may request membership reinstatement by filing with the Executive Director a written request for reinstatement. The Executive Director shall present such request to the Board at the next scheduled Board meeting. Under such conditions as deemed appropriate by a majority vote of the Board, a former member's membership may be reinstated. The Executive Director may effect interim reinstatement until the next Board meeting. An expelled former member or a suspended member may request reinstatement of membership through the same process except that such reinstatement shall require a two-thirds affirmative vote of the Board. Interim reinstatement of expelled former members or suspended members shall not be granted.

#### ***ARTICLE IV. MEMBERSHIP MEETINGS***

Section 1. General Meetings. No less than three General Meetings shall be held annually. The first meeting shall be held during February and a second meeting during August of each year, unless otherwise directed by the President. The third meeting shall be held during October of each year for the purpose of electing the Board. Special Meetings may be called from time to time by the President. To schedule a Special Meeting the President must receive a request from a majority of the Board or a written request signed by ten members. A request for a Special Meeting shall contain the purpose of the proposed meeting and only that business shall be transacted during that meeting. The President may also schedule a Special Meeting when a member whom the Discipline Committee has penalized and whose penalty the Board has upheld files with the President a written notice of appeal to the membership.

Section 2. Notice of Meeting. Written notice of all General Meetings and Special Meetings, stating the time, the place and the purpose of the meeting, shall be mailed to each member at the address that appears on the books of the MOA, not less than fourteen days prior to the date of such meeting.

Section 3. Quorum and Voting. A quorum for the conduct of business at any General Meeting or Special Meeting shall consist of those members present. A majority vote of such members is necessary to make a decision, except where another percentage is required by law, this Constitution, or the Bylaws. Proxy voting is not permitted. Those members properly excused from a meeting by a Board member may post with the Board Recorder a signed absentee vote. To be counted the absentee vote must be received prior to the meeting in which the vote will occur.

Section 4. Attendance. Attendance at General Meetings and Special Meetings is mandatory unless excused prior to the meeting by the member's Member-at-Large. A member missing two consecutive General Meetings or Special Meetings without requesting an excused absence shall be fined, may be suspended, may have their membership terminated, or a combination of any of the three. The Board, as prescribed in Section 3, Article VI, shall establish the amount of the fine. If a member's membership is suspended or terminated, reinstatement shall occur as prescribed in Section 6, Article III.

Section 5. Assignment meetings. The Assignment Secretary, with the approval of the Executive Director, shall schedule throughout the year any number of Assignment Meetings necessary for the efficient distribution of game assignments. Members are required to attend Assignment Meetings unless excused by the Assignment Secretary or his/her designated representative. Failure to attend assignment meetings without the proper excuse may result in the forfeiture of all assignments for the assignment period, a reduction in the number of game assignments, a fine, or a combination of any of the three. The Board, as prescribed in Section 3, Article VI, shall establish the amount of the fine.

#### ***ARTICLE V. BOARD OF DIRECTORS***

Section 1. General Powers and Duties. The property and business affairs of the MOA shall be directed by the Board, and the Board may exercise all such powers as are not by law, this Constitution, or the Bylaws, required to be exercised by the membership. The Board shall establish the honorariums that will be paid to the Executive Director, the Finance Director, the Assignment Secretary and the Instructional Chair of each sport contracted. The Board shall direct, supervise and evaluate the Executive Director's management of the MOA's general affairs and the Finance Director's management of the MOA's financial affairs.

Section 2. Composition. The Board shall be comprised of seven elected members, an appointed Executive Director, and an appointed Finance Director. The elected members of the Board shall select a President of the Board, a Vice President of the Board, and a Recorder of the Board from the seven elected Board members. The remaining four Board members shall serve as Members-at-Large. The President of the Board shall serve as the President of the MOA. The Executive Director and Finance Director shall not vote on any matter before the Board.

Section 3. Elections. The elected members of the Board shall be elected biennially at the October General Meeting. Four Board members shall begin their term of office on even numbered years. The other three Board members shall be elected to begin their term of office on odd numbered years. The slate of nominees shall be presented in writing to the membership at least thirty days prior to the October General Meeting. Additional

nominations shall be accepted until the nominating process is closed at the meeting. The vote shall be by secret written ballot. Election shall be by plurality of the votes cast. Should two or more candidates receive an equal majority of votes, voting shall continue until plurality is reached for one of the candidates that received an equal majority of votes. Elected Board members are eligible for re-election.

Section 4. The Board shall appoint an Executive Director and a Finance Director. At least sixty days prior to the appointment, the Board shall provide the membership with written notice of application criteria for appointment to the vacant position. The notice shall contain the deadline for application and shall be mailed to each member at the address that appears on the books of the MOA. Elected members of the Board may not be appointed to the position of Executive Director or Finance Director. If an elected Board member accepts an appointment to the position of Executive Director or Finance Director that elected office is automatically and immediately vacated. The Executive Director and the Finance Director may be appointed to one of the appointed positions discussed in Section 5 of this Article.

Section 5. The Executive Director shall appoint, subject to Board confirmation, an Assignment Secretary and an Instructional Chair for each sport contracted. At least 60 days prior to the appointment the Executive Director shall provide the membership with written notice of application criteria for appointment to the vacant position. The notice shall contain the deadline for application and shall be mailed to each member at the address that appears on the books of the MOA. Members may be appointed to two such positions concurrently. These appointed positions are not part of the Board composition.

Section 6. Term of Office. The elected members of the Board shall hold office for two years beginning January 1 of the year following their election, or until they resign, are unable to act, are removed from office or die. The appointed members of the Board and those members appointed to the positions discussed in Section 5 of this Article shall serve from the date of their appointment until they resign, are unable to act, are removed from their position or die.

Section 7. Resignation. A member of the Board may resign at any time and for any reason by filing a letter of resignation with the President. The resignation shall take effect on the date specified and, unless otherwise stipulated, acceptance is not necessary to effect the resignation.

Section 8. Suspension.

a. An elected member of the Board may be suspended by a two-thirds vote of a quorum at any Board meeting. This suspension shall only be imposed pending the removal action provided for in Section 9 of this Article.

b. An appointed member of the Board may be suspended by a majority vote of a quorum at any Board meeting.

Section 9. Removal.

a. An elected member of the Board may be removed for just cause by a two-thirds vote of the members present at any General Meeting.

b. An appointed member of the Board may be removed for just cause by a two-thirds vote of a quorum at any Board meeting.

Section 10. Vacancy. A vacancy of an elected position on the Board shall be filled by a majority vote of a quorum at any Board meeting. A member that is appointed to a vacated elected position on the Board shall serve from the date of appointment until their successor is elected or they resign, is unable to act, is removed from office or dies. A vacancy of an appointed position on the Board and those appointed positions discussed in Section 5 of this Article shall be filled as prescribed in Section 4 of this Article.

Section 11. Meetings. All Board meetings shall be open to the membership except when in "executive session."

a. The Board shall meet during February and August of each year, unless otherwise directed by the President or the majority of the Board. Notice of these meetings shall be provided to each Board member at least fifteen days prior to the scheduled date of the meeting. Notice of the Board meetings shall be provided to the membership.

b. The President may call additional or Special Meetings of the Board when business requires or at the request of a majority of the Board. Notice of such a meeting shall be mailed to each Board member at the address that appears on the MOA books not less than fifteen days before the scheduled date of the meeting. The Board may waive the notice requirement either before or after the meeting. A meeting of the Board shall be a legal meeting without notice having been given if all members of the Board are present, provided that a member does not object to the transaction of business because the meeting is unlawfully called or convened. Neither the business to be transacted at, nor the purpose of, any additional or Special Meeting of the Board need be specified in the notice or the waiver of notice.

c. Attendance at all scheduled Board meetings is mandatory for the elected and appointed Board members. A Board member who misses two consecutive Board meetings without being excused by the President shall have their office or position terminated. Their office or position shall be filled as prescribed in Section 10 of this Article. The Instructional Chairs are encouraged to attend all the Board meetings and shall attend when directed by the Board or the Executive Director, or when placed on the Board agenda.

d. At least five elected Board members must be present at a Board meeting to constitute a quorum. In the absence of a quorum, the members of the Board present may adjourn to a day certain. The President shall provide all absent Board members with a seven days notice of such adjourned date. The Board members present on such adjourned date shall constitute a quorum except that a quorum shall never consist of less than three elected Board members.

Section 11. Informal Action. Any action required at a Board meeting may be taken without a meeting if written consent setting forth the action so taken is signed by all elected Board members.

## ***ARTICLE VI. DUES, FEES, FINES, HONORARIUMS AND RENTS***

Section 1. Membership Dues. The amount of Membership Dues shall be determined and published by the Board not later than the first day of December of each year for the

following year. An increase in the Membership Dues may be reduced or repealed by a two-thirds vote of the membership at any General Meeting or at a Special Meeting called and convened for that purpose. The Membership Dues are payable in full prior to receiving game assignments or participation in MOA business. Affiliate and Honorary Members shall not be required to pay Membership Dues.

Section 2. Sport Fee. The Board shall establish the amount of the Sport Fee to be paid by a member prior to receiving game assignments in a particular sport. The Sport Fee Schedule shall be published not later than the first day of December of each year for the following year. The Sport Fees collected shall be used to acquire and provide group and individual instructional materials, pay an honorarium to the Instructional Chair of the sport, and to defray the cost of clinics and training conferences conducted and attended by the Instructional Chair. The Instructional Chair is not required to pay the Sport Fee associated with their sport.

Section 3. Fines. The Board shall establish and publish, not later than the first day of December of each year for the following year, a Fines Schedule for violations of the dress code, missing game assignments, arriving late for game assignments, game assignment turn-backs and missing meetings. Late payment or failure to pay such fines may result in additional fines, the reduction of game assignments, the cessation of game assignments, or any combination of the above. Fines shall not be deducted from moneys that the MOA owes the member.

Section 4. Honorariums. The Assignment Secretary and the Instructional Chair of each sport contracted shall be paid an honorarium for their services. The Executive Director and the Finance Director are the only members of the Board that shall receive an honorarium.

Section 5. Rents. The Board is empowered to rent space for meetings when adequate free space is not available. The rent paid shall be the minimum possible.

## ***ARTICLE VII. COMMITTEES***

Section 1. Standing Committees. The MOA shall have four standing committees. These committees are the Audit Committee, the Discipline Committee, the Rating and Evaluation Committee, and the Recruitment, Membership and Public Relations Committee. The President shall appoint the Audit Committee and the Discipline Committee as soon as practical after assuming office. Members of these committees shall serve for the duration of the President's term of office or until a successor is named. The Executive Director shall appoint the Recruitment, Membership and Public Relations Committee as soon as practical after assuming his/her appointed position. Members of this committee shall serve for the duration of the Executive Director's term of appointment or until a successor is named. The Instructional Chair of each sport contracted shall appoint the Rating and Evaluation Committee for their sport as soon as practical after their appointment. Members of these committees shall serve for the duration of the Instructional Chair's term of appointment or until a successor is named.

a. The President, with the advice and consent of the Board, shall appoint not less than five members to the Audit Committee. One member shall be designated as the Chair. The Chair and two committee members shall constitute a quorum. Prior to the first



General Meeting of the year the committee shall meet with the Finance Director for the purpose of auditing the financial accounts. A written report of the findings shall be submitted to the Board. As part of the report the committee may make recommendations and suggestions regarding the procedures used in the keeping of the financial accounts. The committee shall determine the time and place of its meetings, its rules of order and procedure, and shall keep a written record of all its proceedings.

MEMBERS OF THE BOARD AND ANY MEMBER APPOINTED TO A COMMITTEE BY THE FINANCE DIRECTOR SHALL NOT BE APPOINTED TO THE AUDIT COMMITTEE.

b. With the advice and consent of the Board, the President shall appoint not less than five members to the Discipline Committee. One committee member shall be designated as the Chair. The Chair and two members shall constitute a quorum. The committee shall hear and adjudicate all charges filed against a member. The committee shall determine the time and place of its meetings except that it shall meet at least annually to review the status of, and take appropriate action on, members that the committee placed on probation. The committee shall determine its rules of order and procedure, and shall keep a written record of all its proceedings.

c. The Executive Director, with the approval of the Board, shall appoint not less than five members to the Recruitment, Membership and Public Relations Committee. One committee member shall be designated as the Chair. The Chair and two committee members shall constitute a quorum. This committee shall be responsible for:

(1) The formulation and execution of a recruitment plan that is consistent with the growth of amateur sports in the MOA's area of influence.

(2) Membership records and, in coordination with the Finance Director, shall maintain a current membership roster.

(3) Maintain contact with the media to insure that the MOA's achievements, goals and services are publicized.

d. The Instructional Chair of each sport contracted, with the approval of the Executive Director, shall appoint a Rating and Evaluation Committee for their sport. The Instructional Chair shall chair the committee. The committee shall meet periodically, but at least annually, to review the probationary status of new members and, if appropriate, remove them from such status. The Ratings and Evaluation Forms used to record the evaluation of members shall be in the format developed by the Instructional Chair of each sport and approved by the Executive Director.

Section 2. Nominations Committee. Before the first day of July of each year the President, with the advice and consent of the Board, shall appoint a Nominations Committee. The committee shall solicit from the membership nominations for the following year's election slate. The committee should contact each nominee to determine their willingness to serve on the Board. The slate of candidates shall be presented in writing to the membership at least thirty days prior to the November General Meeting.

Section 3. Special Committees. The Board, the President, the Executive Director and the Finance Director may appoint such other committees, sub-committees, or task forces as

are necessary and which are not in conflict with other provisions of this Constitution or the Bylaws. The duties of these Special Committees shall be define in writing and these committees shall function only within the defined areas and for the time specified.

#### ***ARTICLE VIII. BOOKS AND RECORDS***

Section 1. A written record of all meetings, hearings, financial accounts and transactions shall be prepared and retained on file. All such books, records, financial accounts and reports shall be retained for a minimum of seven years or as otherwise provided for by law.

Section 2. Books, records, financial accounts and reports shall be kept at such place or places as the Board may from time to time determine.

Section 3. The books, records, financial accounts and reports shall be open to inspection by any member at all times.

Section 4. When deemed necessary by the Board, the financial accounts shall be audited by a certified public accountant. The certified public accountant shall be hired or appointed by the President, with the advice and consent of the Board. A written report of the audit shall be provided to the Board who will provide such report to the membership at the next General Meeting.

#### ***ARTICLE IX. MISCELLANEOUS PROVISIONS***

Section 1. Member Status. In the opinion of the California Attorney General's office and by legislative action, each MOA member is an independent contractor. The member is not an employee of the MOA, of the Board, of any Board member, or of any other person or entity for whom the member officiates. Each member recognizes this status and understands that worker's compensation programs do not cover them while a member of the MOA.

Section 2. Negotiations and Contracts. No member except the President and the Executive Director shall represent the MOA in contractual negotiations with any entity, organization or activity, unless authorized in writing by the Board.

Section 3. Parliamentary Authority. The rules in the current edition of Robert's Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with this Constitution or any special rules that the MOA membership may adopt.

#### ***ARTICLE X. AMENDMENTS***

This Constitution may be amended or repealed by a two-thirds vote of the members present at any meeting duly called and convened. A proposed amendment must be submitted to the President in writing and signed by at least ten members. The Board shall provide a copy of the proposed amendment to each member not less than fifteen days prior to the presentation of the proposed amendment. Upon consideration of a proposed amendment at any meeting, amendments thereto on the same subject may be offered, voted on, and adopted without prior notice.

This Margarita Officials Association Constitution was ratified by no less than two-thirds vote of the members present at a General Meeting convened this eighth day of November One Thousand Nine Hundred and ninety-eight.

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President   Vice President

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Recorder   Member-at-Large

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Member-at-Large   Member-at-Large

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Member-at-Large   Date