

Mid Keys Officials Association Inc.

Constitution & Bylaws

Mid Keys Officials Association Inc.

PO Box 378881

Key Largo, FL 33037

EIN# 82-1859741

305-451-6393

www.midkeyofficials.com

ARTICLE I - NAME

This organization shall be known as the Mid Keys Officials Association Inc.

ARTICLE II - OBJECTIVE

SECTION 1

The objective of the Mid Keys Officials Association (MKOA), the organization, shall provide officiating services for sporting venues, including but not limited to, youth sports, high school, FHSAA, NHSA, Little League, Adult Slow Pitch Softball, listed and unlisted sports, within Monroe and Dade County Florida.

SECTION 2

To achieve this objective, the MKOA will provide a certified official(s) under the Rules and Regulations of Florida High School Athletic Association and National High School Association. In accordance with Section 501 (C) (3) of the Federal Internal Revenue Code, the MKOA shall operate exclusively as a non-profit organization providing a certified official for sporting contests. No part of the net earning shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - MEMBERSHIP

SECTION 1

Eligibility. Any person sincerely interested in active participation to further the objective of this organization may apply to become a Member. All members MUST pass a National and State background check.

SECTION 2

Classes. There shall be the following classes of Members:

Board Members. Any Regular Member that is elected or appointed to a board position with acceptance by the individual.

Regular Members. Any adult person actively interested in furthering the objective of the MKOA may become a Regular Member upon election, payment of dues, and background check completion. Regular Members may be issued a card numbered in sequential order annually. The secretary shall maintain the roll of membership to qualify voting members.

Only Regular Members in good standing are eligible to vote at the General Membership Meetings. All Officers, Board Members, Committee Members, Managers and other elected or appointed Officials must be active Regular Members in good standing.

Honorary Members (Optional). Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties or obligations in the management or in the property of the organization.

Sustaining Members (Optional). Any person not a Regular Member who makes financial or other contribution to the MKOA may by a majority vote of the Board of Directors become a Sustaining Member, but such person shall have no rights, duties or obligations in the management or in the property of the Local League.

As used herein after, the word "Member" shall mean a Regular Member unless otherwise stated.

SECTION 3

Other Affiliations.

- (a) Members, whether Regular or Board shall be required to be affiliated with Florida High School Athletics Association (FHSAA) to qualify as members of the MKOA.
- (b) Regular Members should not be actively engaged in the promotion and/or operation of non-academia sporting program that may present a conflict of interest.

SECTION 4

Suspension or Termination. Membership may be terminated by resignation or action of the Board of Directors as follows.

- (a) The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of the MKOA and/ or FHSAA, Incorporated. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.
- (b) The Board of Directors shall give notice to the Member for which the action may be in question by writing within 10 days.
- (c) Acting President shall have the authority to suspend any member for due cause and such suspension shall be reviewed at the next Board meeting.

ARTICLE IV - DUES FOR REGULAR MEMBERS

SECTION 1

Dues for Regular Members may be fixed at such amounts as the Board of Directors shall determine for a particular fiscal year. Note: Dues for Regular Members are determined annually by the Board of Directors in accordance with Regulation XIII (c). If no dues for Regular Membership are collected, Section 2 below does not apply. Dues will be collected proportionally from each contest.

SECTION 2

Regular Members who fail to pay their fixed dues within 30 days of application to become a member may by majority vote of

Members be removed from the organization, be dropped from the rolls and shall forfeit all rights and privileges of membership.

ARTICLE V -GENERAL MEMBERSHIP MEETINGS

SECTION 1

Definition. A General Membership Meeting is any meeting of the membership of the organization (including Special General Membership Meetings Section 7). a minimum of one per year (Annual Meeting, see Section 6) is required.

SECTION 2

Notice of Meeting. Notice of each General Membership Meeting shall be delivered personally, electronically or by mail to each Member at the last recorded address at least 30 days in advance of the meeting, setting forth the place, time and purpose of the meeting. In lieu if the above methods, notice may be given in such forma s may be authorized by the Members, from time to time, at a regularly convened General Membership Meeting.

SECTION 3

Quorum. At any General Membership Meeting, the presence in person or representation by absentee ballot of 5 (Five) persons of the members (as defined in Article III-Membership) shall be necessary to Constitute a quorum. If a quorum is not present, no business shall be conducted.

SECTION 4

Voting. Only Regular Members shall be entitled to make motions and vote at General Membership Meetings. However, the Board of Directors may invite, admit and recognize guests for presentation or comments during General Membership Meetings. (Those eligible to take part at meetings of the Board of Directors are described in Article VI, Section 4).

SECTION 5

Absentee Ballot. For the expressed purpose of accommodating a Regular Member in good standing who cannot be in attendance at the Annual Meeting or any General Membership Meeting at which new Board Members will be elected, an absentee ballot may be requested and obtained from the Secretary of the MKOA. The absentee ballot shall be properly completed and signed and returned in a sealed envelope to the Secretary prior to the date of the elections. The Secretary shall present all absentee ballots to the Election Chairman (appointed at the meeting) on the date of the meeting, prior to the voting portion of the election process.

SECTION 6

Annual Meeting of the Members. The annual Meeting of the Members of the Local League shall be held on the First (1st) Wednesday of May at 6:00 PM each year for the purpose of electing new Members electing the Board of Directors, receiving reports, reviewing the Constitution, appointing committees, for the transaction of such business as may properly come before the meeting.

(a) The Membership shall receive at the Annual Meeting of the Members of the MKOA a report, verified by the President and Treasurer or by a majority of the Directors, showing:

- (1) The condition of the MKOA to be presented by the President of his/her designee;
- (2) A general summary of funds received and expended by the MKOA for the previous year, the amount of funds in possession of the MKOA, and the name of the financial institution in which such funds are maintained.
- (3) The whole amount of real and personal property owned by the MKOA, where located, and where and how invested;
- (4) For the year immediately preceding, the amount and nature of the property acquired, with the date of

the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made;

- (5) The names of the persons who have been admitted to Regular Membership in the MKOA during such year. This report shall be filed with the records of the organization and entered in the minutes of the proceedings of the Annual Meeting.
- (b) At the Annual Meeting the Members shall determine the President to be elected for the ensuing year. The number of officers appointed shall be not less than 4 (four).
- (c) After the President is elected, the President shall appoint the officers. After the election, the Board of Directors shall assume the performance of its duties on July 1st. The Board's term of office shall continue until its successors are elected and qualified under this section.
- (d) The Officers of the Board of Directors shall include, at a minimum, the President, one or more Vice Presidents, Treasurer, and Secretary.

SECTION 7

Special General Membership Meetings. Special General Membership Meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon the written request of ten (10) Members, the President or Secretary shall call a Special General Membership Meeting to consider the subject specified in the request. No business of other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than thirty (30) days after the request is received by the President or Secretary.

SECTION 8

Rules or Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings except where same conflicts with this Constitution.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1

Authority. The management of the property and affairs of the MKOA shall be vested in the Board of Directors.

SECTION 2

Increase in number. The number of Board of Directors so fixed at the Annual Meeting may be increased at any General Membership Meeting or Special Meeting of the Members. If the number is increased, the additional Directors will be appointed at the meeting at which the increase is voted, or at any subsequent General Membership Meeting. All elections of additional Directors positions shall be by majority vote of all Regular Members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.

SECTION 3

Vacancies If any vacancy occurs in the Board of Directors by death, resignation or otherwise, it may be filled by an appointment of the President or a majority vote of the remaining Directors at any regular Board meeting or at any Special Board Meeting called for that purpose.

SECTION 4

Board Meetings, Notice and Quorum. Regular meetings of the Board of Directors shall be held immediately following the Annual Meeting and on such days thereafter as shall be determined by the Board.

- (a) The President or a Board Member may, whenever they deem it advisable, or the Secretary shall at the request in writing of X Three (3) Directors, issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.
- (b) Notice of each Board Meeting shall be given by the Secretary personally, electronically or by mail to each Director

at least X seven (7) days before the time appointed for the meeting to the last recorded address of each Director.

- (c) One more than half of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.
- (d) Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit and recognize guests for presentations or comments during Board meetings.

SECTION 5

Duties and Powers. The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.

The Board may adopt such rules and regulations for the conduct of this meetings, and the management of the organization as it may deem proper, provided such rules and regulations do not conflict with this Constitution. The Board shall have the power by a two-thirds vote of those present at any regular Board or Special Board Meeting to discipline, suspend or remove any Director or Officer or Committee Member of the organization in accordance with the procedure set forth in Article III, Section 4 (a, b).

SECTION 6

Rules of Order for Board Meetings. Robert's Rules of Order shall govern the proceedings of all Board of Directors Meetings, except where same conflicts with this Constitution.

ARTICLE VII - DUTIES AND POWERS OF THE BOARD

SECTION 1

Appointments. The Board of Directors may appoint such to officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the Membership or have been elected to fill a vacancy on the Board.

SECTION 2

President. The President shall:

- (a) Conduct the affairs of the MKOA and execute the policies established by the Board of Directors.
- (b) Present a report of the condition of the MKOA at the Annual Meeting.
- (c) Communicate to the Board of Directors such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the MKOA.
- (d) Be responsible for the conduct of the MKOA in strict conformity to the policies, principles, Rules and Regulations of FHSAA and NHSA, as agreed to under the conditions of charter issued to the Mid Keys Officials Association Inc. by that organization.
- (e) Designate in writing other officers, if necessary, to have power to make and execute for/and in the name of the MKOA such contracts and leases they may receive and which have had prior approval of the Board.
- (f) Investigate complaints, irregularities and conditions detrimental to MKOA and report thereon to the board of directors or general membership as warranted.
- (g) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- (h) With the assistance of the Board of Directors, examine the application and support documents of every member or candidate and certify to eligibility before the applicant may be accepted for tryouts and duty.

SECTION 3

Vice President. The vice president shall:

- (a) Perform the duties of the President in the absence or disability of the President, provided he or she is authorized by the President or Board so to act. When so acting, the Vice President shall have all the powers of that office.
- (b) Perform such duties as from time to time may be assigned by the Board of Directors or by the President .

SECTION 4

Secretary. The Secretary shall:

- (a) Be responsible for recording the activities of the MKOA and maintain appropriate files, mailing lists and necessary records.
- (b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.
- (c) Maintain a list of all Regular, Sustaining and Honorary Members, Directors and Committee Members and give notice of all meetings of the MKOA, the Board of Directors and Committees.
- (d) Issue membership cards to Regular Members, if approved by the Board of Directors.
- (e) Keep the minutes of the meetings of the Members, the Board of Directors and the Executive Committee, and cause them to be recorded in a book kept for that purpose.
- (f) Conduct all correspondence not otherwise specifically delegated in connections with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- (g) Notify Members, Directors, Officers and Committee Members of their election or appointment.

SECTION 5

Treasurer. The Treasurer shall:

- (a) Perform such duties as are herein set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.
- (b) Receive all monies and securities, and deposit same in the depository approved by the Board of Directors.
- (c) Keep records for the receipt and disbursement of all monies and securities of the MKOA, including the Auxiliary, approve all payments from allotted funds and draw checks therefore in agreement with policies established in accordance of such actions by the Board of Directors. All disbursements by check must have dual signatures
- (d) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors at the Annual Meeting.
- (e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and the Board of Directors at the Annual Meeting, and the IRS 990EZ report.
- (f) Tender and confirm booking receipts from the booking agents for member reimbursement.
- (e) Process invoicing and payment for a calendar week no later than Sunday at 9pm.

SECTION 6

Booking Agent. The Booking Agent shall:

- (a) Record all members contest transactions and maintain an accurate and up to date record thereof.
- (b) Receive and review applications for members' candidates and assist the President in verifying eligibility.
- (c) Conduct the tryouts and all other member transaction or selection meetings.
- (d) Prepare the Members' Agent's list.
- (e) Provide accurate and concise booking information to the Treasure for payment. Contests conducted Monday through Saturday will be tabulated for payment NO later than Saturday at 9pm via email and submitted to the Treasurer, with a copy to the Board of Directors.
- (f) Notify MKOA of a subsequent member replacements or no shows.
- (g) Administer the divisional member pool.
- (h) File a games report at the end of the season for the FHSAA

SECTION 7

Education Officer. The Education Officer shall:

- (a) Be responsible to create awareness, through education and information, of the requirements' listed in the appropriate rule book and officials manual.
- (b) Insure all members are properly equipped for the contests they are officiating.

NOTE: In order to implement a safety plan using education, compliance and reporting, the following suggestions may be utilized by the Safety Officer:

- {1) Education - Should facilitate meetings and distribute information among participants including players, managers, coaches, umpires, parents, guardians and other volunteers
- {2) Compliance - Should promote safety compliance leadership by increasing awareness of the safety opportunities that arise from these responsibilities.
- (3) Reporting - Define a process to assure that incidents are recorded, information is sent to MKOA and FHSAA, and follow-up information on medical and other data is forwarded as available.

SECTION 8

Information Officer: The League Information Officer shall:

- (a) Set up and manage the organization's official website (site authorized by FHSAA.);
- {b) Set up online information platform for the booking agents and ensure the MKOA schedules are uploaded to website;
- (c) Assign online administrative rights to other local volunteers;
- {d) Manage booking Agents team websites to members'
- (e) Ensure that MKOA news and schedules are updated online on a regular basis;
- (f) Collect, post and distribute important information on MKOA
- (g) Serves as primary contact person for MKOA administration and for distributing information to members.

ARTICLE VIII - EXECUTIVE COMMITTEE

SECTION 1

The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) nor more than five (5) Directors, one of whom shall be the President of the Local League.

SECTION 2

The Executive Committee shall advise with and assist the Officers of the MKOA in all matters concerning its interests, and the management of its affairs, and shall have such other powers as may be delegated by the Board but in no event will the Executive Committee have authority over the Board of Directors.

SECTION 3

At any meeting of the Executive Committee a majority of the total number of members then in office shall constitute a quorum for the transaction of business and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

ARTICLE IX - OTHER COMMITTEES

SECTION 1

Nominating Committee. The Board of Directors may appoint a Nominating Committee consisting of two (2)

Directors and other appointed Regular Members. The Committee shall investigate and consider eligible candidates and submit at the Annual Meeting a slate of candidates for the Board of Directors

SECTION 2

Membership Committee. The Board of Directors may appoint a Membership Committee consisting of two (2) Directors and appointed Regular Members. The Committee shall receive the names of prospective Honorary, Sustaining and Regular Members.

SECTION 3

Finance Committee. The Board of Directors may appoint a Finance Committee consisting of not less than three (3) nor more than five (5) Directors. The Treasurer shall be an ex-officer member of the Committee. The Committee shall investigate the ways and means of financing the MKOA submit recommendations.

SECTION 4

Building and Property Committee. (May be combined with Grounds Committee) The Board of Directors may appoint a Building and Property Committee consisting of two (2) Directors and other appointed Regular Members.

The Committee shall investigate and recommend available, suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee. It shall be responsible for repair and improvement recommendations, other than normal maintenance and supervise the performance of approved projects.

SECTION 5

Grounds Committee. (May be combined with Building and Property Committee.) The Board of Directors may appoint a Grounds Committee which shall be responsible for the care and maintenance of the playing field (Ss), buildings and grounds through the proper channels. It shall operate within the amount appropriated in the approved budget for that purpose.

SECTION 6

Playing Equipment Committee. The Board of Directors may appoint a Playing Equipment Committee which shall secure bids on needed supplies and equipment and make recommendations for their purchase to the Board.

The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close of the season.

SECTION 7

Booking Agent Committee. The Board of Directors may appoint a Booking Agent Committee consisting of two (2) Directors. The Committee shall interview and investigate prospective Booking Agents and recommend acceptable candidates to the President, for appointment and subsequent approval by the Board of Directors. It shall, during the playing season, observe the conduct of the Booking Agent and members and report its findings to the President. It shall, at the request of the President or Board of Directors, investigate complaints concerning members, coaches, or booking agents and make a report thereof to the President or Board of Directors as the case may be.

Treasurer and two (2) other Directors and other appointed Regular Members. The Committee shall coordinate the activities of the Auxiliary. It shall review and evaluate projects for raising money and disposition of profits, and make recommendations to the Board. The Board of Directors shall approve in advance all projects and actions of the Auxiliary.

SECTION 8

Auditing Committee. The Board of Directors may appoint an Auditing Committee consisting of one (1) Director/s. The President, Treasurer or signatories of checks are not eligible. The Committee will review the MKOA books and records annually prior to the Annual Meeting and attach a statement of its findings to the annual financial statement of the President and Treasurer; or may, if directed by the Board of Directors or Membership secure the services of a Certified Public Accountant to accomplish such review.

ARTICLE X -AFFILIATION

SECTION 1

Charter . The MKOA shall annually apply for a charter from FHSAA and shall do all things necessary to obtain and maintain such charter. The MKOA shall devote its entire energies to the activities authorized by such charter and it shall not be affiliated with any other program or organization or operate any other program.

SECTION 2

Rules and Regulations. The Official Playing Rules and Regulations as published by FHSAA shall be binding on all contests officiated by MKOA.

SECTION 3

Local Rules, Ground Rules and/or Bylaws. NO local rules, ground rules and/or bylaws shall be adopted by the Board of Directors at a meeting and in no way conflict with the Rules, Regulations and Policies of FHSAA nor shall they conflict with this Constitution. Ground rules and/or bylaws of local fields shall expire at the end of each fiscal year, and are not considered part of this Constitution. (See Article XI, Section 7 for fiscal year of MKOA.)

ARTICLE XI - FINANCIAL AND ACCOUNTING

SECTION 1

Authority. The Board of Directors shall decide all matters pertaining to the finances of the MKOA and it shall place all income including Auxiliary funds, in a common treasury, directing expenditure of funds in such manner as will give no individual or member an advantage.

SECTION 2

Contributions. The Board shall not permit the contribution of funds or property to individual teams, schools, or organizations.

SECTION 3

Solicitations. The Board shall not permit the solicitation of funds in the name of FHSAA.

SECTION 4

Disbursement of Funds. The Board shall not permit the disbursement of MKOA funds for other than the conduct of MKOA activities in accordance with the rules and regulations and policies of outlined in this constitution.

All disbursements shall be made by check. All checks shall be signed by the Local League Treasurer and such other officer or officers or person or persons as the Board of Directors shall determine.

****Payment of Cash to any member for expenditures' for any reason constitutes a breach and is cause for immediate removal from the organization.****

SECTION 5

Compensation. No Officer shall receive, directly or indirectly any salary, compensation or emolument from the MKOA for services rendered as a Board Member for administration.

SECTION 6

Deposits. all monies received, including Auxiliary Funds, shall be deposited to the credit of the MKOA in/at Capital Bank, Key Largo, FL 33037.

SECTION 7

Fiscal Year. The fiscal year of the Local League shall begin on: July 1st and end June 30th.

SECTION 8

Distribution of Property upon Dissolution. Upon dissolution of the MKOA and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the MKOA to another Federally Incorporated entity which maintains the same objective as set forth in Article II of this Constitution, which are or may be entitled to exemption under Section 505 (c) (3) of the Internal Revenue Code or any future corresponding provision.

ARTICLE XII - AMENDMENTS

This Constitution may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members provided notice of the proposed change is included in the notice of such meeting. This Constitution is prepared by the Mid Keys Officials Association on June 11th, 2018.

President's Name(Print)

Casey Scheu

President's Signature:

Date: June 11th, 2018



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