

Bylaws

West Coast Officials Association, Inc.

Article I Name

The name of this corporation is the West Coast Officials Association, Inc. hereinafter referred to as the WCOA.

Article II Purposes

The purposes of the WCOA are organized as follows:

- 1) To establish and maintain an organization that will promote through the actions, attitude and leadership of its members, the maintaining of a high standard of ethics, good sportsmanship, respect and encouragement of fair play with cooperation and better understanding among officials, athletic directors, coaches, players, media and spectators, all rules, regulations and policies adopted by the Florida High School Athletic Association (FHSAA) and the National Federation of State High School Associations (NFHS).
- 2) To sponsor, coordinate and promote programs that will provide training and continuing education to officials in order to improve their judgment, game management, knowledge of the rules, conditioning and opportunities for advancement while providing competent, well-trained and unbiased contest officials for the youths that are participating in youth leagues, junior high, freshman and high school athletic contests.
- 3) To recruit, encourage and provide an equal opportunity for a diversity of its members that reflects the community that the WCOA serves, including, but not limited to, minority and female members, with respect to contest assignments, advancement, ratings and selection for leadership positions regardless of sex, national origin, race, age, disability, religion or sexual orientation.
- 4) To collect membership dues from its members in furtherance of the WCOA's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses in support of meritorious projects which may further its objectives, while operating exclusively in any manner for the promotion of social welfare as will qualify the WCOA as an exempt organization under Section 501(C)(4) of the Internal Revenue Code of 1986, as amended, or under corresponding provision of any subsequent federal tax laws.
- 5) To perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of

the State of Florida, while disseminating the aims and activities of the WCOA to the general public in a manner intended to evoke public involvement and support.

Article III Corporate Records: Authority to Act

Section 1. Records. The WCOA shall maintain at its principal place of business accurate and complete records of its activities and policies, including a record of its members and minutes of the proceedings of its members, Executive Board of Directors and Sports Committee meetings.

Section 2. Inspection. All records required by applicable laws or regulations to be maintained by the corporation shall be open for inspection by the membership at all reasonable times as arranged through the proper coordinating governing body, such as the Executive Board of Directors.

Section 3. Contracts. The Executive Board of Directors may by resolution authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances; but absent the grant of such authority no individual, other than the President, shall have the power to bind the corporation under any contract, pledge its credit or render it liable for any purpose or in any amount.

Section 4. Payments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed or endorsed by such person or persons in such manner as shall be determined by resolution of the Executive Board of Directors.

ARTICLE IV Membership

Section 1. Eligibility and Powers. Any person paying dues and agreeing to be bound by the Bylaws and by such rules and regulations as the WCOA and the FHSAA may from time to time adopt shall be eligible for membership in the corporation, subject to filing a written application on a form prepared by the corporation for such purpose or in accordance with such other procedures as may be adopted by the Executive Board of Directors. Each member shall be currently registered, compliant with fingerprinting clearance as outlined by Florida state law, and in good standing with the FHSAA, with the exception of honorary members who have the option for registering if active or not registering with the FHSAA as long as they are not active sports participants. All such members shall have like powers with respect to voting and eligibility for service as an officer or member of the Executive Board of Directors. Members who perform duties as a sports official do so as an independent contractor.

The Executive Board of Directors of the corporation shall have the power to open membership to others and to create separate classes of membership so as to include other forms of participation in the WCOA's affairs, or to create advisory positions or

bodies to ensure such representation as the Executive Board of Directors finds to be appropriate, such separate classes, positions or bodies to hold such powers and responsibilities and be subject to such restrictions as may be designated by the Executive Board of Directors.

Section 2. Membership Categories. The following three categories of membership are established:

1) Probationary Member. This category includes any member that has not been certified by the Sports Committee for a WCOA designated sport, regardless of whether he or she has been a previous member of the WCOA. This category also includes any member with prior membership in the WCOA that has extended his or her leave of absence for more than one calendar year. The Sports Committee for each respective WCOA recognized sport will evaluate each probationary member at the completion of the annual season for such sport and decide whether probation status will be extended or lifted, based on predefined qualifications. A member may be deemed to be a member of more than one category of membership in the corporation if he or she is involved in more than one WCOA designated sport.

2) Certified Member. This category includes any member that has completed a term as a probationary member and has been certified by the Sports Committee for a particular WCOA designated sport. Any previously certified official that has filed a written leave of absence with the FHSAA and the WCOA, provided that such leave of absence does not exceed one calendar year, shall also be deemed to be a certified member.

3) Honorary Member. This category includes any individual that is nominated and elected for such honor by the WCOA and has performed outstanding and distinctive services to the WCOA, but has the option to not be registered as a probationary or certified member official, if not an active participant in any sport. Such member shall not be required to pay any annual dues or fees, but shall enjoy all other privileges of membership.

Section 3. Termination of Membership.

1) Resignation. Any member may resign from membership in the WCOA at any time by written resignation delivered or mailed / emailed to the Secretary of the corporation, or to the Vice President of that specific sport, which resignation shall be effective upon receipt thereof. A member's death shall be treated as his or her resignation. Any elected officer who tenders their resignation must do so to the President as well as the Vice President of the sport from which the member resigns.

2) By Executive Board of Director Action. Membership may also be terminated by a two-thirds majority vote of the Executive Board of Directors,

but only after giving the subject member a right to learn of the cause of such proposed termination and to be heard at an Executive Board of Directors meeting held for such purpose via written notice delivered or mailed / emailed to the member at least fifteen (15) days before such meeting, and only then upon a termination, the result of which is entered in the minutes of the meeting, specifically finding that continuation of the membership in question would be detrimental to the best interests of the WCOA or the FHSAA. Such termination shall be effective upon the mailing / emailing of a written notice thereof to the member whose membership is so terminated. Any member whose membership is terminated by action of the Executive Board of Directors may appeal such decision in writing to the FHSAA, with a copy to the President of the WCOA, whereby the decision of the FHSAA shall be binding on the member and the WCOA.

Section 4. Voting. Each member of the corporation shall have one vote on any matter on which members are granted a voting privilege under the Articles of Incorporation, Bylaws, or applicable state law. There shall be no cumulative voting permitted for the election of officers or on any other matter and no membership voting by proxy, other than certified absentee ballots issued by the specific sport Election Committee Chairperson.

ARTICLE V Registration and Dues

Section 1. Dues and Assessments. No member shall be liable to the corporation for any dues, subscriptions or assessments of any kind except as he or she may agree to at such time as an annual membership application is filed with the corporation. Each member shall pay annual dues as established by the Executive Board of Directors for each WCOA designated sport. Members may also be held responsible for fines that are established from time to time by rules, regulations or policies adopted by the Sports Committees, by the FHSAA or by the Executive Board of Directors. All fines are due within the next voucher period unless the sport's season has terminated, at which time the fines shall be forwarded by the members to the respective authority designated by the Sports Committee. All unpaid fines must be received before the next season begins which can affect the member's qualifications to be a member in good standing. Dues become payable after the end of the season for each respective sport and must be paid on or before the delinquent dates set forth as follows:

- a) Dues for football become delinquent at the conclusion of the first football meeting;
- b) Dues for basketball become delinquent at the conclusion of the first basketball meeting.
- c) All elected members of the Executive Board of Directors and the Sports Committees will be exempt from paying yearly dues during their term of office.
- d) Any member that renews his or her membership after the delinquent date

shall also be required to pay a delinquent fee as established by the Executive Board of Directors in addition to annual dues paid.

Section 2. Membership Year. The membership year shall begin annually on the later of August 1 or the date dues are paid and will end on the delinquent date that dues must be paid for the applicable sport in the following year.

Section 3. Membership Application. Each application for membership shall be submitted in writing to the WCOA on a form furnished by the WCOA. Members shall be required to pay annual dues for each sport as designated by the Executive Board of Directors; returnable if such application is rejected, at such time as they submit an application form. Each member will be required to have a photograph downloaded into Arbiter and available for viewing online.

Section 4. Renewal Memberships. All renewals, accompanied by the payment of annual dues, will be returned to the WCOA on or before the delinquent dates listed for each sport. Except for any honorary members that have been selected by the corporation, each member in the corporation must annually renew his or her membership in the corporation.

Section 5. Delinquent Dues. Any member that renews his or her membership after the delinquent date shall also be required to pay a delinquent fee as established by the Executive Board of Directors in addition to regular dues paid.

ARTICLE VI Executive Board of Directors

Section 1. Power and Responsibility. Subject to the limitations imposed by the Articles of Incorporation or these Bylaws, all corporate powers and responsibilities shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Executive Board of Directors. In addition to the powers and responsibilities set forth above, the Executive Board of Directors shall be responsible for:

- a) Studying, evaluating and acting upon complaints initiated by the schools that it serves, any matters relating to its members and the FHSAA;
- b) Making recommendations for the vote of the membership;
- c) Approving all expenditures of funds and operating budgets;
- d) Acting as a final court of appeals for all decisions made by each Sports Committee and EO Committee;
- e) Annually appointing the EO Committee and Chairperson;
- f) Perform a financial analysis of the statements of the financial position of the WCOA conducted by an accountant or accounting firm independent of the WCOA (one that is not a member of the WCOA) from time to time as deemed necessary; and
- g) Appointing an association Treasurer, and a Booking Commissioner for each designated sport and, if it deems it to be necessary, an Assistant Booking Commissioner.

Section 2. Number and Composition. The persons which shall constitute the entire Executive Board of Directors shall consist of the following members:

- 1) President or Chairperson;
- 2) Vice President of each designated sport;
- 3) At Large Member Football,
- 4) At Large Member Basketball,
- 5) Secretary (non-voting),
- 6) Equal Opportunity Chairperson (non-voting)
- 7) Treasurer (non-voting)

The President shall serve as the Chairperson of the Executive Board of Directors and shall preside at all meetings of the Executive Board of Directors.

Section 3. Election and Term.

- a) **Time of Election.** Directors shall be elected or, in the instance of the EO Chairperson appointed, in the manner set forth in Article VII, Section 1 and Article VII below and shall hold office until their respective successors shall have been elected and qualified or until their earlier death, resignation or removal from office. The secretary shall be appointed by the President and will serve as a non-voting position.
- b) **Term of Office.** The term of office of each Officer/Director, exclusive of the EO Chairperson, whether elected at a General Membership Meeting or Sports Meeting, shall be for a period of two years. The term of the EO Chairperson shall be for a one year period.
- c) **Consecutive Terms.** Each Director or the President may serve on the Executive Board of Directors for consecutive terms of office.

Section 4. Vacancy. Any vacancy occurring in the Executive Board of Directors, excluding any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of all remaining Directors, even if less than a quorum, and a Director so chosen shall hold office until the normal expiration of the term of the Director whose absence creates the vacancy. The members may at any time elect a Director to fill any vacancy not filled by the Directors, including one created by an amendment of the Bylaws authorizing an increase in the number of Directors. This vacancy may be filled at the nomination of the President and approved by a majority vote of the remaining Directors.

Section 5. Removal. At a meeting of members called expressly for that purpose by at least 55% of the general membership for the position of the President and at least 55% of the membership of the particular sport for a Vice President, any Director may be removed by vote of a majority of the voting members present for such applicable

membership meeting, but only following a specific finding that each such Director has failed to perform the material duties of his or her office.

Section 6. Quorum and Voting. A majority of the number of Directors fixed in the manner prescribed in this Article VI, Section 2 of these Bylaws shall constitute a quorum for the transaction of business. The action of a majority of the Directors present at any meeting, at which there is a quorum, when legally assembled, shall be deemed to be a valid corporate action.

Section 7. Director Conflicts of Interest.

- a) No Director shall participate in or vote on any matter, which involves a conflict of interest.
- b) Whenever a Director has cause to believe that a matter to be voted upon involves a possible conflict of interest, he or she shall announce the conflict and abstain from both participating in and voting on such matter. The question of whether an actual conflict exists shall be decided by a majority vote of the Directors other than the individual announcing the possible conflict and Director who has similarly announced a possible conflict of interest with respect to the same issue.
- c) Any member may raise a question of possible conflict of interest with respect to any Director.

Section 8. Committees.

- a. By resolution adopted by a majority of the Executive Board of Directors, there may be designated from among its members committees each of which, to the extent provided in such resolution, shall exercise all authority delegated by the Executive Board of Directors, except with respect to the matters which by law, the Articles of Incorporation or these Bylaws that may be precluded from being delegated to a committee.
- b. With the exception of the Sports Committees, each committee (including the members thereof) shall serve at the pleasure of the Executive Board of Directors. Committees will be appointed by either the Executive Board of Directors or Sports Committee and will keep minutes and report to the same appointing body (Executive Board of Directors or Sports Committee). In the absence or upon the disqualification of a member of the committee, the appointing body shall appoint a successor thereto.
- c. A majority of all members of a committee shall constitute a quorum for the transaction or business, and the vote of a majority of all the members of a committee present at a meeting at which a quorum is present shall be the act

of the committee. Each committee shall adopt whatever other rules or procedures it determines appropriate for the conduct of its activities.

d. Each committee shall select a chairperson from the committee members who shall represent the interests and decisions of that committee to the Executive Board of Directors or Sports Committee as well as the members of that sport. Should the Executive Board of Directors or Sports Committee not select a committee chairperson, each committee shall select such chairperson from the committee members that shall represent the interests and decisions of that committee who will report to the Executive Board of Directors, Sports Committee and, if directed, with the members of that sport(s) as determined necessary. Executive Board of Directors or Sports Committee members who serve as the chairperson of a committee will act in a non-voting, ex-officio capacity.

Section 9. Place of Meeting. Meetings of the Executive Board of Directors may be held at any location specified in the call of the meeting or as agreed to by the Directors.

Section 10. Time, Notice and Call of Meetings.

- a. **Regular Meetings.** Regular meetings of the Executive Board of Directors may be held periodically during each annual period with the President presiding as Chairperson in accordance with such schedule as may be agreed to by the Executive Board of Directors. The President may call additional meetings as necessary. No notice of the time or purpose of such regular meetings need be given.
- b. **Special Meetings.** Special meetings of the Executive Board of Directors shall be held from time to time upon call issued by the President, or by any quorum of Directors and the At Large Sports Members. Written notice of the time and place of each special meeting shall be delivered personally to all Executive Board of Directors or sent to each by facsimile, letter or email, addressed to his or her address shown on the records of the corporation or as otherwise actually known by the Secretary. If notice is mailed, faxed, or emailed, it shall constitute sufficient notice if it is delivered to the above address not less than twenty-four hours prior to the time of the holding of the meeting.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Executive Board of Directors or a committee thereof may be taken without a meeting if all members shall individually or collectively consent in writing (mailed / emailed) to such action. Such written consent shall be filed in the minutes of the proceedings of the Executive Board of Directors or committee and shall have the same effect as unanimous vote in favor of the action consented to.

Section 12. Compensation and Expenses. No Director shall receive compensation for services rendered to the corporation as Director, but this restriction shall not preclude

any Director from serving the corporation in any other capacity for which compensation may properly be paid. Expenses incurred by Directors may be reimbursed to the extent authorized by the Executive Board of Directors.

ARTICLE VII Officers and their Duties

Section 1. Composition and Term. The officers of the corporation shall consist of a President, Vice President for each WCOA designated sport, an At Large Member of each sport and four sports representatives for each WCOA designated sport and such other officers with such titles, duties and powers as may be approved by the membership from time to time. All such officers shall be elected by and serve at the pleasure of the membership. The EO Chairperson shall also serve as an officer of the corporation but will serve as an appointive position.

Section 2. Terms. The terms of all officers shall be two years, commencing on the first day of January for the Vice President for Football, Football Sports Committee members and the Football At Large Member. Terms will begin the first day of March for the Vice President of Basketball, Basketball Sports Committee members and the remaining Executive Board of Directors following their election or until a successor is appointed. One-half of all elected officers shall be replaced by election on alternate years, with odd and even years as referenced below defined by the WCOA's fiscal year which begins on July 1 of each year and references the succeeding calendar year.

a. Elections in Odd Numbered Years. Elections during each odd numbered year shall be held for the offices of President, Vice President for Basketball, and the At Large Football Member on the Executive Board of Directors. Elections shall also be held for two Sports Representatives of each Sports Committee and two Sports Representatives for each of Football and Basketball.

b. Elections in Even Numbered Years. Elections during each even numbered year shall be for the offices of Vice President for Football and the At Large Basketball Member on the Executive Board of Directors. Elections shall also be held for two Sports Representatives of each Sports Committee.

Section 3. Resignation or Removal. Any officer may resign by giving written notice to the Executive Board of Directors, the President or the Vice President of that sport. Such resignation shall take effect upon receipt of the 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. Any officer may be removed for failure to materially and substantially perform his or her duties, conviction of a crime, or as a result of engaging in conduct that is a fundamental violation of the WCOA or FHSAA policies, in each instance by action of a two-thirds vote of the Executive Board of Directors taken at any regular or special meeting of the Executive Board of Directors. Any member of the Executive Board of Directors or a Sports Committee that misses three scheduled meetings of such respective group during a calendar year may also be replaced by a two-thirds vote of the other members of the Executive Board of Directors or applicable Sports Committee. In addition, any officer/Director of the corporation may be removed

by the general membership or membership in a designated sport in accordance with the procedures set forth in Article VI, Section 5 hereof. For purposes of the Section, the sports representatives shall be treated as a Vice President for a designated sport in applying the removal procedures to be utilized.

Section 4. Vacancy. A vacancy in any office shall be filled by action of the Executive Board of Directors and its appointee shall hold office for the un-expired term or until his or her successor is elected and qualified. When vacancies occur on a Sports Committee, the Vice President of the respective sport, with the approval of the majority of the remaining members of the Sports Committee, will nominate a candidate to the Executive Board of Directors for appointment to fill the remaining un-expired term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall generally supervise the affairs of the corporation. He or she shall preside at all General Membership Meetings and meetings of the Executive Board of Directors, shall supervise all negotiations on behalf of the WCOA and make every reasonable effort to further the policies adopted by the corporation. The President shall call meetings as deemed necessary to inform the membership of present recommendations for approval by the members and shall assign duties, and appoint committees as may be necessary and proper for the conduct of the business and affairs of the corporation. He or she shall be an ex-officio member of all committees appointed by the Executive Board of Directors, other than the Election Committee, shall be a voting member of all Sports Committees, and shall have the general powers and duties customarily performed and exercised by the Chief Executive Officer of any not for profit corporation organized under the laws of Florida, as well as such additional powers or duties as may be prescribed by these Bylaws. The President shall be responsible for all negotiations with various schools and conferences served by the WCOA.

Section 6. Vice President (one per sport). The Vice President for each sport shall assist the President in the performance of his or her duties and shall preside at all meetings of the Sports Committee of the sport which he or she represents. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the Executive Board of Directors or President.

Section 7. Secretary. The Secretary shall be an appointive position. He or She shall keep or cause to be kept at the principal office of the corporation or such other place as the Executive Board of Directors may designate, a current membership record showing the names of all members and their addresses; and a record of all meetings conducted by the membership, Directors or Director committees, which record shall include the time and place of holding; whether regular or special meeting; and if special how authorized; the notice thereof given; the names of those present or represented at Director or Director committee meetings; the names of voting members present at membership meetings; and the proceedings thereof. Such records may be supplemented by attendance records maintained by the appointed secretary/scribe for each sport

The Secretary shall give, or cause to be given, notice of all General Membership Meetings, Sports Meetings and meetings of the Executive Board of Directors required by

the Bylaws or by law to be given, and shall keep the seal of the corporation and affix said seal to all documents requiring a seal. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Executive Board of Directors or the Bylaws.

Section 8. Members At Large. The Football Member At Large and the Basketball Member At Large will be elective positions and will be elected from the membership of their respective sport. The Members At Large will be responsible for understanding the interests of the membership and will help to maintain a line of communication to the Executive Board of Directors. He or she may be called upon by the President to represent the Executive Board of Directors on various matters.

Section 9. Sports Representative. The respective Sports Committees for each sport shall establish the duties of each Sports Representative on the committee. Unless otherwise determined by the Sports Committee, the Sports Representatives on each Sports Committee shall perform the following functions:

a. Director of Education/Training. The Director of Education/Training will be responsible to serve as Chairperson of the Education/Training Committee, an FHSAA mandatory committee, and will be responsible for the preparation, presentation and conduct of clinic meetings for members of that sport and will obtain the list of new members from the Secretary and set up training sessions to aid new members in developing their officiating mechanics and knowledge of the rules. The Director of Training is responsible for educating the membership on FHSAA policies and procedures, NFHS rules and mechanics, and developing a curriculum that is current and effective in both content and methodology. The Director of Training will also be responsible for supervising the recruitment of new members into the WCOA and shall perform such other duties as delegated to him or her by the Sports Committee. The Director of Training or any designated assistant shall contact all new members with 48 business hours of registration form membership in that sport, to confirm their registration and to inform all potential new members of the procedures involved to become a member of that sport.

b. Recording Secretary. The Recording Secretary shall record the minutes of all Sports Committee and Sports Meetings (as defined in Article XI, Section 3 hereof) during the sports season, including maintaining the records of any disciplinary actions taken by the Sports Committee and shall perform such other duties as delegated to him or her by the Sports Committee. He or she shall be responsible for coordinating and maintaining the records for all disciplinary actions taken by the Sports Committee. These minutes in accordance with the provisions of the Sunshine Law of the State of Florida, as adopted by the FHSAA, shall be made viewable by the membership of that sport on the WCOA web site within 72 business hours, once approved at the subsequent Sports Committee meeting. The Recording Secretary shall keep an attendance record of all Sports Meetings during the sports season as well as records of attendance for clinics, scrimmages and other activities as requested by the Sports Committee.

c. Evaluations Chairperson. The Evaluations Chairperson will be

responsible to serve as Chairperson of the Evaluations Committee, an FHSAA mandatory committee, and will maintain the records of all member evaluations and provide such data to the Sports Committee for the purposes of updating the Contest Assignment Listings (as defined in Article XII, Section 1 hereof) for each sport and provide such data to the Recommendations Committee to assist in determining playoff assignments for each sport. The Evaluations Chairperson, or his or her designee, shall also be responsible for managing the efforts to gather any materials or data used in the evaluations process such as game DVDs, online video archives, reports from game site observers, etc. He or she shall be responsible for coordinating the evaluations efforts for the Sports Committee and shall perform such other duties as delegated to him or her by the Sports Committee.

d. Assignment Committee Chairperson. The Assignment Committee Chairperson shall be responsible to serve as Chairperson of the Assignment Committee, an FHSAA mandatory committee. The Assignment Committee is responsible for overseeing the entire contest assignment procedure for their respective sport within the WCOA and they report to their respective Sports Committee. This includes ensuring compliance with requirements on a composition of officiating crews, reviewing and approving each member official's schedule of assigned contests, and making the assignment officer aware of any corrections that need to be made before the assignment schedule is submitted to the membership. It is not implied that the Assignment Committee is to make assignments. The Assignment Committee Chairperson will serve in a non-voting, ex-officio capacity.

e. Grievance Committee Chairperson. The Grievance Committee Chairperson shall be responsible to serve as Chairperson of the Grievance Committee, a FHSAA mandatory committee. The Grievance Committee is responsible for hearing complaints and appeals made or brought by one or more of its member officials. The Grievance Committee should be composed of an odd number of members in order to prevent a tie in voting. The Grievance Committee reports back to its respective Sports Committee and if necessary to the Executive Board of Directors. The Grievance Committee Chairperson will serve in a non-voting, ex-officio capacity.

f. Recommendations Committee Chairperson. The Recommendations Committee Chairperson shall be responsible to serve as the Chairperson of the Recommendations Committee, a FHSAA mandatory committee. The Recommendations Committee is responsible for reviewing the evaluations of officials and other materials pertinent to preparing a list of officials who deserve consideration for submission to the FHSAA for post season and State Series contests. These recommendations are reported and approved through the respective Sports Committee. The Recommendations Committee Chairperson will serve in a non-voting, ex-officio capacity.

Section 10. EO Committee Chairperson. The EO Committee Chairperson shall be an appointive position and shall coordinate the activities of the EO Committee to ensure that all members of the WCOA are equitably treated without regard to sex, national origin, race, age, disability, religion or sexual orientation. The EO Chairperson shall also promote efforts to recruit minority membership in the WCOA, chair all meetings of the

EO Committee, serve on the WCOA Executive Board of Directors and perform all other duties prescribed by these Bylaws.

Section 11. Term. A member may serve consecutive terms in a single elected or appointed office.

ARTICLE VIII Election of Officers

Section 1. Election Committee. At the first annual General Membership Meeting of each calendar year the President shall appoint an Election Committee consisting of not less than three members nor more than five members to supervise the nomination and election of the officers of the WCOA. The President shall be required to appoint at least one member from each sport on this committee.

Section 2. Qualifications. All nominees for elected office must be a member in good standing with the WCOA.

Section 3. Competing Organizations. No member shall serve as an officer or assigner in another competing organization (formal or informal) as this will generally be deemed a conflict of interest and said member shall appear before the Sports Committee of that sport and/or the Executive Board of Directors to consider possible disciplinary actions.

Section 4. No Duplicate Offices. No member may be nominated for and serve in more than one elective office.

Section 5. Ballots. The Executive Board of Directors shall establish the date and manner of conducting all elections and shall approve the balloting procedure. The Election Committee will be responsible for having a certified ballot available for all members in good standing in attendance at a designated meeting where the election of officers will be conducted. In addition, the Election Committee will provide either a certified absentee ballot mailed or emailed to each member in good standing at his or her last known address or email address on the corporation's records or make available a secure electronic ballot to a member who will not be in attendance during a designated meeting where the election of officers will be conducted, provided that the member has made known that he or she will be unable to attend the scheduled election meeting in person well in advance of the absentee ballot deadline. In lieu of mailed or emailed absentee ballots, the Election Committee may coordinate an online absentee voting process through a password based "Members Only" section on the WCOA website (or similar website). All elections shall be conducted either at a General Membership Meeting in case of those offices applying to the entire association or at a publicized Sports Meeting of that specific sport conducted specifically for the purpose of the election of officers. All members will be entitled to vote for the position of President while the members of each sport, where the member is registered with according to the WCOA's corporate records, shall vote for the Vice President, the members of the Sports Committee and the At Large Member who shall represent that sport within the Executive

Board of Directors. The Election Committee shall be responsible for drafting, disseminating, collecting, counting and validating all ballots received. The nominee with the highest number of valid votes for each office will be declared by the Election Committee to be the winner.

Section 6. Election Rules. The format of the election procedure will be established by the Executive Board of Directors.

ARTICLE IX Treasurer and Booking Commissioners

Section 1. Treasurer. The Treasurer shall be an appointive position that is approved by the Executive Board of Directors for a term of one year. The Treasurer may be compensated at an amount which must be within the WCOA's annual budget and approved by the Executive Board of Directors. The Treasurer shall receive all monies of the corporation; shall keep an accurate record of receipts and expenditures; and shall pay out funds only as authorized by the corporation. He or she shall present a current statement of accounts to the Executive Board of Directors as requested, and a written annual financial statement to the Executive Board of Directors. The Treasurer shall prepare an annual operating budget for the WCOA and shall present such reports as the President may from time to time require. He or she shall deposit the operating funds of the corporation in one or more bank accounts selected by the Executive Board of Directors and shall perform such duties as may be incidental to the office and shall furnish such bonds as the Executive Board of Directors shall determine to be required for the faithful performance of his or her duties at the corporation's expense. The Treasurer will be expected to meet with the Executive Board of Directors or Sports Committees as requested. The Treasurer shall be appointed for a one-year term by the Executive Board of Directors on a part time basis pursuant to an independent contractor arrangement. The Treasurer need not be registered as a member of the WCOA to serve in this capacity.

The Executive Board of Directors may make an application available for the position of Treasurer on or before February 1 of each year and shall be required to appoint a Treasurer prior to August 1 of each year. The appointed Treasurer shall sign a contractual agreement as provided by the Executive Board of Directors yearly, which designates the duties as well as the compensation for this position.

Section 2. Booking Commissioner. The Booking Commissioner shall be an appointive position and shall be selected for each sport. There shall be no prohibition against an individual serving in this capacity for more than one sport. The Booking Commissioner shall be appointed for a one year term on a part time basis pursuant to an independent contractor agreement and shall be recommended by the appropriate Sports Committee for appointment and approval by the Executive Board of Directors. Each Booking Commissioner may be compensated at an amount which must be within the annual budget approved by the Executive Board of Directors. The Executive Board of Directors shall be responsible for determining when applications for the position of Booking Commissioner shall be made available and may also determine whether an Assistant

Booking Commissioner shall be appointed. The Booking Commissioner will be expected to meet with the applicable Sports Committee at each scheduled meeting or the Executive Board of Directors as requested, but will not be a voting member of such committee. The Booking Commissioner will assign all games to members of the corporation in accordance with the Bylaws, Booking Policy and contract requirements that are imposed on the WCOA. All bookings for contest assignments will be reviewed and approved by the applicable Sports Committee and/or Assignment Committee in advance of release to the members of the corporation and schools that are served by the WCOA. The appointed Booking Commissioner as well as the Assistant Booking Commissioner shall sign a contractual agreement as provided by the Executive Board of Directors yearly, which designates the duties as well as the compensation for these positions.

Section 3. Association Webmaster. The Webmaster shall be an appointive position for the West Coast Officials Association and shall maintain a web site for the organization with updated information pertaining to each sport as well as insuring proper maintenance and renewal of supportive contracts with web vendors as necessary in order to maintain the integrity of the organizational web site. The Webmaster shall be appointed for a one year term on a part time basis pursuant to an independent contractor agreement and shall be approved by the Executive Board of Directors. The Webmaster shall be compensated at an amount which must be within the annual budget approved by the Executive Board of Directors. The Executive Board of Directors shall be responsible for determining when applications for the position of Webmaster shall be made available. The Webmaster will be expected to meet with the applicable Sports Committee or the Executive Board of Directors as requested. The appointed Webmaster shall sign a contractual agreement as provided by the Executive Board of Directors yearly, which designates the duties as well as the compensation for this position.

ARTICLE X Committees

Section 1. Sports Committees. A Sports Committee for each designated WCOA sport shall be organized consisting of the following members:

Vice President, Chairperson
Sports Representative – Recording Secretary / Attendance Officer
Sports Representative
Sports Representative
Sports Representative
President, WCOA – Voting member

The Sports Committees shall be given the following responsibilities:

- 1) The Sports Committees shall work with the Executive Board of Directors to help improve the officiating of that sport which is represented.
- 2) The Sports Committees shall meet regularly with the Vice President presiding as Chairperson. The Vice President may call additional meetings as required.

- 3) The Sports Committees shall approve all game assignments.
- 4) The Sports Committees shall evaluate members that are classified as a probationary member both during and at the end of the sport season.
- 5) The Sports Committees shall certify to the Booking Commissioner the WCOA ratings of each member.
- 6) The Sports Committees shall be authorized to appoint special committees as may be necessary and proper for the conduct of the business and affairs of that sport. At a minimum, the Sports Committees will appoint FHSAA mandated committees as specified in the current year's edition of the FHSAA Officials Guidebook.
- 7) The Grievance Committee is responsible for hearing complaints and appeals made or brought by one or more of its member officials. For grievances concerning bookings, ratings, policies, penalties and other matters or association practices for that sport, the member must first appear before the Sports Committee to express their concern. If after appearing before the Sports Committee, there is not a resolution to the member's satisfaction, then the member may take his or her appeal to the Grievance Committee. The recommendations of the Grievance Committee will then be reported back to the Sports Committee for their review and action. If the member is still not satisfied with the action of the Sports Committee, they may then be granted a final appeal hearing during an appearance before the Executive Board of Directors at their next scheduled Executive Board of Directors meeting provided he or she submits a written appeal no later than two weeks after the Sports Committee's ruling was reviewed by the Grievance Committee.
- 8) The Sports Committees shall prepare a Sports Committee budget annually for approval by the Executive Board of Directors.
- 9) The Sports Committees shall have the power to discipline its sports members.
- 10) The Sports Committees shall establish the respective duties of each sports representative on an annual basis.

Section 2. Equal Opportunity Committee (EO Committee). The EO Committee shall be composed of six members that represent the diversity of membership in the WCOA as follows:

- Chairperson
- Basketball Representative (2)
- Football Representative (2)
- Member At Large Representative (1)

All members of the EO Committee will be appointed and will include, but not exclusively be limited to, cultural minorities and women members of the WCOA. Each member will serve for a one year term and may serve consecutive terms on the EO Committee. The Chairperson of the EO Committee will be appointed by the President of the WCOA and approved by the Executive Board of Directors. Members of each sport that are represented on the EO Committee will be appointed by the Sports Committee for such

sport and the Member At Large will be appointed by the President after consulting with the EO Committee.

The EO Committee shall be authorized to promulgate policies and advise the Executive Board of Directors on issues that effect opportunities for advancement and recognition for cultural minorities and women. In addition to any other general and implied duties that may be delegated to the EO Committee by the Executive Board of Directors, the EO Committee shall be authorized to:

- a) Advise the Executive Board of Directors on policies, programs and special assignments that promote a non-discriminatory environment for all WCOA members regardless of sex, national origin, race, age, disability, religion or sexual orientation;
- b) Advise the Executive Board of Directors on methods to enhance the recruitment and advancement of minorities and women.
- c) Assist the Executive Board of Directors and Sports Committee in the resolution of all alleged discrimination complaints that are presented to the Executive Board of Directors or Sports Committees;
- d) Assist the Executive Board of Directors in any other matters requested from time to time.
- e) Be responsible for the care and support of such members who suffer personal tragedies such as deaths in the family, where by they, or their designee, shall provide a proper notification of sympathy such as flowers or other care that is necessary to assist the member in time of need.

Any action taken to address a discrimination complaint made by a WCOA member shall be based solely on any findings of facts made by the EO Committee. In the event that the EO Committee is unable to informally resolve the complaint or request for remedial action, the matter shall be referred to the Executive Board of Directors for final decision.

Section 3. FHSAA Mandated Committees. Each designated sport shall form an Evaluation Committee, an Assignment Committee, a Recommendations Committee, a Grievance Committee, an Education/Training Committee as well as any other committees mandated in accordance with the current year's FHSAA Officials Guidebook. The composition and responsibilities of the committees shall be as stated in the previous reference and may be updated from time to time in order to remain in compliance with the FHSAA's guidelines.

ARTICLE XI Meetings

Section 1. Types of Meetings. Members shall be entitled to attend two types of meetings, in each instance referred to as a General Membership Meeting or Sports Meeting. Any business conducted at a Sports Meeting shall be limited to items pertaining to that particular sport. Any business conducted at a General Membership Meeting shall pertain to all members and all sports.

Section 2. General Membership Meeting. General Membership Meetings shall be open to all members of the WCOA, without regard to their sport affiliation. General Membership Meetings shall be held at least twice during the membership year at a date, place, and time announced by the Executive Board of Directors.

Section 3. Sports Meetings. For the purposes of these Bylaws, a Sports Meeting is defined as a meeting in which all WCOA members registered in that particular sport are required to attend. Sports Meetings shall be held regularly during that sport's season at a date, place, and time determined by the Sports Committee. General Membership Meetings may be held in conjunction with Sports Meetings.

Section 4. Other Meetings. Additional meetings shall be held at the call of the President or by written application by the lesser of twenty-five (25) members or 25% of the general or sports membership for the type of requested meeting.

Section 5. Attendance. Attendance shall be taken and recorded at each Sports Meeting. Attendance records shall be kept on an annual basis and will be reported to the FHSAA by the required date after the State Tournament in each respective sport. Attendance records shall reflect that a member was present, absent, or excused. Failure to comply with these guidelines may be cause for the members not to qualify for participation in post season events.

Section 6. Excused Absences. Any procedures for the authorization of excused absences shall be established by each Sports Committee.

ARTICLE XII Ratings and Contest Assignments

Section 1. Contest Assignment Listing. The Sports Committee for each designated sport shall prepare an annual Contest Assignment Listing (CAL) for all members having a current FHSAA rating in that sport and that have completed their term as a probationary member. The CAL for each WCOA designated sport shall be updated annually and posted to the secure "Member's Only" section of the WCOA website.

Section 2. Designation of Officials. The Contest Assignment List categories shall be as follows:

- a) **Conditional (Number 5 - FIVE).** New official with unknown capability, who may be advanced to any higher category after an evaluation has been made of the individual's capability
- b) **Accepted (Number 4 - FOUR).** Capable of officiating contests below varsity level.
- c) **Approved (Number 3 - THREE).** Capable of officiating varsity contests with selection of assignments. Selective assignments only.

- d) **Qualified (Number 2 - TWO).** Capable of officiating most contests assigned by the WCOA. Some assignment restrictions.
- e) **Superior (Number 1 - ONE).** Capable of officiating any contest assigned by the WCOA. No assignment restrictions.

In evaluating each member when preparing the annual CAL list for each WCOA designated sport, the Sports Committee shall evaluate the member's FHSAA exam score, years of experience, meeting attendance, performance evaluations, game assignments and schedule, education clinics and camps attended, and any other factors that it deems to be appropriate in determining the member's category assignment. The Sports Committee shall be authorized to change a member's category at any time that it deems such change to be in the best interests of the corporation; provided, however, that such member is informed of any change to his or her category rating.

Section 3. Appeal Rights. A member may appeal his or her CAL rating by appearing before the Sports Committee and following the procedures as outlined in Article X, Section 1 (7). If after appearing before the Sports Committee, there is not a resolution to the member's satisfaction, then the member may take his or her appeal to the Grievance Committee. The recommendations of the Grievance Committee will then be reported back to the Sports Committee for their review and action. If the member is still not satisfied with the action of the Sports Committee, they may then be granted a final appeal hearing during an appearance before the Executive Board of Directors at their next scheduled Executive Board of Directors meeting provided he or she submits a written appeal no later than two weeks after the Sports Committee's ruling was reviewed by the Grievance Committee.

Section 4. Leave of Absence. Any member that has a written leave of absence on file with the FHSAA, was previously a certified member of the corporation and furnishes evidence of such to the WCOA shall be granted reciprocity consideration by the Sports Committee in preparing the Contest Assignment List.

Section 5. Contract Obligations; FHSAA. The Sports Committee shall ensure that all WCOA contractual and FHSAA requirements are met in determining contest assignments for the corporation. It is also the responsibility of each individual member to ensure, to the best of their knowledge, that his or her personal contest assignments meet all WCOA contractual and FHSAA requirements. Each member shall be responsible for informing the Sports Committee if they do not.

ARTICLE XIII Violations and Disciplinary Actions

Section 1. Violations. Violations of these Bylaws shall be investigated by the Sports Committee for the particular sport that is involved in such alleged violations. It is the responsibility of every member to report a violation or suspected violation as soon as possible to the applicable Sports Committee. Disciplinary action may be taken by the Sports Committee based on relative merits or each violation.

Section 2. Missed Assignment. A member who misses a scheduled contest may be disciplined by the Sports Committee.

Section 3. Unauthorized Cancellations and Changes. Any member that cancels or revises an assignment for a contest without due cause, timely notification or consent of the Booking Commissioner after the assignments have been published may be disciplined by the Sports Committee.

Section 4. Uniform Violations. The uniform and officiating procedures for contest assignments handled by the corporation shall be as prescribed by the FHSAA, WCOA, any applicable contractual obligations that have been imposed on the corporation and as directed by the Sports Committees. Any member that violates proper uniform requirements as stated by the FHSAA and required by the WCOA may be disciplined by the Sports Committee.

Section 5. Performance Reports. Any member that receives an unsatisfactory performance report may be disciplined by the Sports Committee (a category change is not considered disciplinary action). Any report from any of the schools or administrators served by the WCOA of misconduct by an official of the WCOA, will be addressed immediately by the Sports Committee of that sport and then reviewed with the offending official for possible disciplinary actions.

Section 6. Disciplinary Action. Any disciplinary action taken against a member by the Sports Committee may include, but is not limited to, any combination of the following:

- A monetary fine, and/or
- A suspension from any or all contests, and/or
- Probation for the remainder of the sport's season for violation of these Bylaws or the policies of the Sports Committee, and/or
- Suspension for the remainder of the sport's season for flagrant or repeated violations of the Bylaws or the policies of the Sports Committee, and/or
- Any penalty imposed by the FHSAA

Section 7. Appeal Rights. Any member desiring to appeal disciplinary action taken by the Sports Committee after their appeal has first been reviewed by the appropriate Grievance Committee shall be granted an appearance before the Executive Board of Directors on or before the next scheduled Executive Board of Directors meeting providing he or she submits a written appeal no later than two weeks after the disciplinary action was invoked.

ARTICLE XIV Quorum

Section 1. General or Sports Meeting. A quorum at any Sports or General Membership Meeting will be constituted by the presence of fifty percent (50%) of the membership applicable for that type meeting.

Section 2. Executive Board of Directors or Sports Committee Meeting. A quorum at any Executive Board of Directors or Sports Committee meeting will be constituted by the presence of a majority of more than 50% of the members. Members may participate in such meetings by telephone. A decision on all subjects will be achieved by a majority vote.

ARTICLE XV Parliamentary Procedures

Parliamentary procedures under the Bylaws of the Corporation shall be governed by Robert's Rules of Order Revised.

ARTICLE XVI Policy on Conflicts of Interest and Disclosure of Certain Interests

This conflicts of interest policy is designed to help Directors, officers and Sports Committee and other committee members of the West Coast Officials Association, Inc. ("WCOA") identify situations that present potential conflicts of interest and to provide the WCOA with a procedure which, if observed, will allow a transaction or undertaking to be treated as valid and binding even though a Director, officer or committee member has or may have a conflict of interest with respect to the transaction. A Director of a nonprofit membership association may have interests that conflict with those of the WCOA. Florida law requires that Directors of not-for-profit corporations exercise a duty of loyalty that requires each Director to exercise their powers in the interest of the corporation as opposed to their own individual interest or the interest of another entity or person. This duty of loyalty requires that a Director be conscious of the potential for such conflicts and act with candor and care in handling such situations and further requires that a full and complete disclosure of the facts surrounding the possible conflict be made. This policy is intended to supplement, but not replace, the procedure prescribed in Section 617.0830, Florida Statutes, governing conflicts of interest for Directors of nonprofit corporations. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in Section 617.0830, the statute shall control.

1. Definitions.

- A. "Affiliated Party" is any person who also serves as an officer, board member, committee member, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian of a person or entity that has a material financial interest with the WCOA or proposes to or has entered into a Contract or Transaction with the WCOA.
- B. A "Conflict of Interest" is any circumstance described in Section 2 of this Policy.
- C. A "Responsible Person" is any person serving as an officer, contract employee, Sports Committee or other committee member. Any

key staff employees that are covered by this Policy shall be designated by the Executive Board of Directors.

D. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.

E. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

F. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, providing booking of sport assignments for contest officials, the establishment of any other type of pecuniary relationship with an Affiliated Party, Responsible Person or Family Member by the WCOA, or proposed affiliation with or venture or arrangement with a school, entity, league or association that desires to engage contest officials to officiate games utilizing individual contractors that handle assignments on behalf of the WCOA.

2. Conflict of Interest Defined. For purposes of this policy, the following circumstances may create Conflicts of Interest. A financial, Personal or Outside Interest described in Section 2 below or receipt of a benefit or gift does not necessarily create a conflict of interest. Each Responsible Person that is involved in a Transaction, Contract or activity or event that will be deemed to be a conflict of interest in such activity, Outside Interest or Transaction only if the Executive Board of Directors decides that a conflict of interest exists after full and complete disclosure of such activity, Outside Interest or Transaction has been furnished. If the potential conflict of interest involves a Responsible Person that does not serve as a member of the Executive Board of Directors, the Executive Board of Directors may delegate the responsibility for determining whether a conflict of interest occurs to the applicable Sports Committee or other applicable committee, consistent with the Bylaws of the WCOA.

The purpose of this policy is to ensure that a Director, officer or key contractor, Sports or other committee member of the WCOA is sensitive to any interest that he or she may have in a decision that may be made by the Executive Board of Directors or by the WCOA and recognize the potential conflict of interest prior to any discussion or presentation of such matter to the Executive Board of Directors, a Sports Committee, any committee acting within the WCOA or prior to an action, activity, Contract or Transaction being undertaken by the WCOA. Once a potential Conflict of Interest has been identified, it is the policy of the WCOA that a full, complete and accurate disclosure be furnished by the officer, Director, committee member or employee of such potential conflict of interest prior to any action being undertaken by the WCOA, its Executive Board of Directors, Sports Committee or a designated committee of the Executive Board of Directors or Sports Committee. Once full disclosure of the potential Conflict of

Interest has been made, the Policy provides that the Executive Board of Directors, applicable committee or the WCOA should undertake a disinterested review of the applicable Conflict of Interest, Outside Interest, Personal Interest, Transaction or activity.

Unless otherwise defined in this Policy, the term "Conflict of interest" includes the following:

A. Outside Interests.

An Outside Interest shall be defined as:

- (i) A Contract or Transaction between the WCOA and a Responsible Person or Family Member.
- (ii) A Contract or Transaction between the WCOA and an entity in which a Responsible Person or Family Member has a Material Financial Interest.

B. Personal Interest.

A Personal Interest shall be defined as:

- (i) A Contract or Transaction that involves the assets, property or interest of the WCOA or which involves a school, institution, vendor or other entity that seeks to engage the WCOA to provide contest officials which enables a Responsible Person or Family Member or entity in which such Responsible Person or Family Member acts as an Affiliated Party to derive any personal profit or gain, either directly or indirectly by reason of his or her connection with the WCOA;
- (ii) An ownership or investment interest in any entity with which the WCOA has a Transaction, Contract or has a Material Financial Interest;
- (iii) Whenever the WCOA enters into or intends to enter into a Contract or Transaction with a borrower, loan applicant, contractor, vendor, school, university, league sponsor for a sports event, broker, financial advisor, consultant, legal or accounting professional, or supplier and a Responsible Person is also an officer, board member, committee member, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian or Affiliated Party of such person or entity;
or
- (iv) Obtaining access to the WCOA's members list, seeking unauthorized access to the proprietary and confidential contact or contract or booking or assignment information maintained by the WCOA for personal,

business, or other solicitation purposes without the WCOA's prior written consent.

C. Outside Activities.

For purposes of this Policy, Outside Activities shall be defined as:

- (i) When a key employee, executive officer, Executive Board of Directors member, Sports Committee or other committee member of the WCOA competes with the WCOA or engages in activities, solicitation efforts, or negotiating efforts that conflict with or may have a material negative effect on the WCOA in the rendering of services or in any other Contract or Transaction with a third party.
- (ii) If a Director, officer or committee member of the WCOA engages in a Transaction which he or she reasonably should believe may be of interest to the WCOA or have a material adverse effect on the WCOA, the Director may be engaged in an outside activity that may be of interest to the WCOA.

D. Gifts, Gratuities and Entertainment.

A Responsible Person accepting gifts, salary payments, in kind contributions, loans, other fees, discounted service benefits, entertainment or other favors from any individual or entity that:

- (i) does or is seeking to do business with the WCOA; or
- (ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the WCOA; under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the WCOA.

E. De Minimis Interests.

The WCOA recognizes that a Responsible Person or Family Member may make a gift to the WCOA, accept contest assignments from other leagues, assignors and event sponsors, or provide funds to be used by the WCOA without such arrangement being

deemed to be a Conflict of Interest. For purposes of this policy, the Executive Board of Directors of the WCOA shall be authorized to establish threshold or de minimis amounts in such funds, amounts or interests that will not be deemed to be a Conflict of Interest.

3. Procedures.

A. Prior to Executive Board of Directors action on a Contract or Transaction involving a Conflict of Interest, the Responsible Person having a Conflict of Interest and who is in attendance at the meeting shall be given an opportunity to disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

B. A Responsible Person who plans not to attend a meeting at which he or she has reason to believe that the Executive Board of Directors or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the Executive Board of Director's or committee's discussion of the matter except to disclose material facts and to respond to questions. If the Responsible Person discloses all material facts relating to his or her financial interest, Personal Interest or Outside Interest in such transaction or activity, the Executive Board of Directors may continue to discuss the issue with the Responsible Person to clarify or obtain additional information that is relevant to determining whether a conflict of interest is presented with respect to such activity or transaction. A Responsible Person that is deemed to have a conflict of interest in a transactional arrangement is not precluded from making a presentation to the Executive Board of Directors or committee regarding the transaction or arrangement and shall be given the opportunity to provide supporting documentation and arguments supporting the fairness of the transaction to the WCOA. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

D. It is the policy of the WCOA that in the event of a possible Conflict of Interest, a person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Executive Board of Directors of the WCOA has a Conflict of Interest when he or

she stands for election as an officer or for re-election as a member of the Executive Board of Directors.

E. The Executive Board of Directors or Sports Committee shall be authorized, if appropriate, to appoint a disinterested person or committee to investigate reasonable alternatives to the proposed transaction or arrangement which gives rise to the conflict of interest transaction or activity. After exercising good faith efforts to collect a complete record of the documentation, correspondence and exercising its due diligence to interview appropriate interested persons, the Executive Board of Directors or Sports Committee shall determine whether the WCOA may be able to obtain a more advantageous transaction, arrangement or Contract with reasonable efforts from a person or entity that would not give rise to a Conflict of Interest. If a more advantageous transaction or arrangement is not reasonably attainable under factual circumstances that would not give rise to a Conflict of Interest, the Executive Board of Directors or Sports Committee shall determine by vote of the disinterested Directors whether the transaction or arrangement is in the WCOA's best interests and for its own benefit and whether the transaction is fair and reasonable to the WCOA.

F. Responsible Persons who are not members of the Executive Board of Directors of the WCOA, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Executive Board of Directors or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect the WCOA's participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

4. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of the WCOA. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the WCOA for the personal profit or advantage of the Responsible Person or a Family Member.

5. Review of Policy.

A. Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has received a

copy of the Conflicts of Interest Policy, has read and understands the Policy, and has agreed to comply with the terms of the Policy.

B. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a Director of or consultant to a nonprofit organization, or ownership of a business that might provide goods or services to the WCOA. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

C. This policy shall be reviewed annually by each member of the Executive Board of Directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

6. *Records of Proceedings.* The minutes of the Executive Board of Directors, Sports Committee, or any committee that has been delegated by the Executive Board of Directors or Sports Committee to make recommendations regarding the disposition of a Conflict of Interest shall be retained and include the name of the Responsible Person who disclosed or otherwise disclosed an actual or possible conflict of interest, including any supporting documentation that describes the factual circumstances that underlie the transaction, any action taken to determine whether a conflict of interest was present, and the Executive Board of Directors or Sports Committee's decision as to whether a conflict of interest in fact existed. The minutes of these proceedings should also include the names of the committee members or Directors that were present for any discussions and votes relating to the transaction or arrangement, include possible alternative actions or approaches that were considered with respect to the proposed Contract, Transaction or arrangement, and include a record of any votes taken in connection with such action.

ARTICLE XVII Amendments to Bylaws

The corporation's Bylaws may be amended at any General Membership Meeting of the WCOA by a majority vote, providing that the amendments have been submitted in writing (regular mail or email) to all members a minimum of seven (7) days prior to such meeting.

Revised 07/13/2015

46069.01

Bylaws

West Coast Officials Association, Inc.

