

SKAGIT VALLEY
SOCCER REFEREE'S ASSOCIATION
BYLAWS



August 2023

(First Adopted 19?? /Revision #1 April 18, 2020
Revision #2 August 07, 2023)

**BYLAWS
OF
THE SKAGIT VALLEY SOCCER REFEREE'S ASSOCIATION**

ARTICLE I: NAME

1.01 This organization shall be known as the SKAGIT VALLEY SOCCER REFEREE'S ASSOCIATION (SVSRA), hereinafter referred to as "Association", and shall be affiliated with and come under the jurisdiction of the State Referee Committee.

ARTICLE II: PURPOSES

2.1 **PURPOSES.** The general purposes for the Association shall be the promotion of the sport of soccer and soccer officiating.

2.2 **SPECIFIC PURPOSES.** Specific purposes of the Association shall be:

- a) The representation, control, promotion, and teaching of soccer officiating within the Association.
- b) The unification of all persons interested in refereeing the game of soccer in the Association.
- c) The maintenance of jurisdiction over soccer referees in the Association.
- d) The maintenance, protection of the interest of soccer, and soccer refereeing in the Association
- e) The provision of means for members to improve the quality of soccer refereeing.
- f) The fostering of a spirit of pride, unity, and cooperation among soccer referees.

ARTICLE III. MEMBERSHIP

3.1 **ACTIVE MEMBERS.** The active membership of the Association shall consist of those persons who are properly registered as Soccer Referees with the State Referee Committee and the United States Soccer Federation (USSF), or wish to work within the area served by the Association. Anyone granted membership status in the Association shall agree to abide by the Bylaws, Rules, and Policies of the Association. The Board of Directors reserves the right to grant membership to any other individuals as it may see fit.

3.2 **MEMBERSHIP DUES.** The members may be assessed dues and fees from time to time as determined by vote of the membership at a properly scheduled meeting.

3.3 **STATUS OF MEMBERSHIP.** Membership in the Association shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

3.4 **TERMINATION OF MEMBERSHIP.** Membership in the Association may be terminated for good cause, shown by a two-thirds vote of the membership, present at any general or specific meeting, and upon thirty (30) days notice, in writing or via email, to the member affected. At said meeting, the accused member shall be entitled to respond to the stated reasons and be heard in his own defense.

3.5 **REFEREE REMOVED BY ANOTHER REFEREES' ASSOCIATION.** Referees removed from membership in any other Soccer Referee's Association as a means of disciplinary action shall not be admitted to membership in the Association except by a Special Resolution. Existing members may have their membership suspended/removed, pending resolution of other associations or the SRCs suspension/removal.

ARTICLE IV: MEETINGS OF MEMBERS

4.1 **ANNUAL GENERAL MEETING FOR ELECTION OF OFFICERS.** The annual general meeting of the SVSRA shall be held in the month of August. Nominations shall be open electronically from May 1-August 1. The time and place will be selected by the Board of Directors. All members shall be given notice in writing or via email, of the time, place, and agenda of the meeting, at least ten (10) days before the meeting date.

4.2 **BOARD OF DIRECTORS MEETING.** The SVSRA Board of Directors will meet a minimum of six (6) times per year to conduct the business outlined in Articles V and VII, herein. Regular Minutes will be prepared and available upon request.

4.3 **SPECIAL MEETINGS**. Special meetings of the membership may be called at any time and place, by the President of the Association or by the Board of Directors.

4.4 **ORDER OF BUSINESS**. The order of business at all meetings shall be as follows:

- a) Roll Call
- b) Credentials
- c) Minutes
- d) Treasurer's Report
- e) Communications
- f) Officers' Report
- g) Unfinished Business
- h) Reports
- i) Proposals
- j) New Business
- k) General
- l) Election (August)
- m) Adjournments

4.5 **NOTICE OF ANNUAL OR SPECIAL MEETINGS**. Written or electronic notices stating the date, time, and place of the meeting, and in case of a special meeting, the purpose for which the meeting is called, shall be sent to each member entitled to vote at such meeting, not less than ten (10) days, nor more than fifty (50) days, before the date of the meeting, by or at the direction of the President, Secretary, or members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member, at his address as it appears in the records of the Association, with postage thereon prepaid.

4.6 **QUORUM**. A quorum shall consist of a minimum of ten (10) of the registered members entitled to cast a vote at any meeting. The vote of a majority of the votes entitled to be cast, by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, except as otherwise provided herein.

4.7 **VOTING BY PROXY PROHIBITED**. At any membership meeting, voting by proxy shall not be allowed.

4.8 **VOTING BY ELECTRONIC MEANS**

Voting by electronic means, with video verification being required, is acceptable.

ARTICLE V. BOARD OF DIRECTORS

5.1 **POWERS AND QUALIFICATIONS**. The powers, qualifications, and affairs of the Association shall be managed by the Board of Directors, hereafter referred to as "The Board", which shall not be less than three (3) or more than eight (8) in number. Each Director shall be a resident of the Association.

5.2 **DUTIES**. The Board of Directors shall be responsible for conducting the business and administering the affairs of the SVSRA to include, but not be limited to, the following:

- a) Enforcing the Articles of Incorporation, by-laws, and Operating Procedures of the SVSRA.
- b) Approval or removal of SVSRA Standing Committee Chairpersons
- c) Sign orders on the treasury
- d) Strategic Planning

5.3 **ELECTION AND COMPOSITION OF THE BOARD OF DIRECTORS**. The Board of Directors shall be composed of the Officers of the Association who shall be elected by the members of the Association.

- 5.4 **VOTING BY THE BOARD.** Each member of The Board of Directors shall possess one vote in matters coming before the Board. All votes at meetings of the Board shall be cast in person. In cases where The Board is unable to meet in person, an electronic vote may take place with the Chapter President's approval. The Secretary will keep true and accurate account of the votes. Voting by the President is permitted to break a tie.
- 5.5 **QUORUM OF THE BOARD.** More than half of The Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of directors' present at a meeting, at which a quorum is present, shall be the act of the Board of Directors. At any meeting of The Board of Directors, at which a quorum is present, any business may be transacted, and the Board may exercise all its powers.
- 5.6 **REGULAR MEETINGS OF THE BOARD.** Notice of the date, time, and place of the meeting shall be given to each member of the Board at a reasonable time before the date of said meeting, either via mail or email. Minutes of all preceding meetings are kept by the Secretary and provided to the Board before the next Board meeting, and are available upon request to the Association members. Minutes from the preceding meeting will be read/approved at each Board meeting unless waiver is approved.
- 5.7 **SPECIAL MEETINGS OF THE BOARD.** The Board of Directors shall hold special meetings for the management of the affairs of the Association whenever called by the President, Secretary, or any two (2) or more Directors. The date, time, place, and reason for the special meeting shall be given at least ten (10) days before said meeting. Notice can be given to The Board via mail or email.
- 5.8 **BOARD MEETINGS TO BE OPEN TO ASSOCIATION MEMBERSHIP.** All meetings of The Board of Directors shall be open to all members of the Association.
- 5.9 **LIABILITY OF BOARD MEMBERS.** Each board member or officer serving the Association, and each person, who at the request of, or on the behalf of the Association, is now serving, or hereafter serves, as a board member or officer of any other organization, and the respective heirs, executors, and administrators of each of them, shall be indemnified by the Association against all costs, expenses, judgments, and liabilities, including attorneys' fees, reasonably incurred by, or imposed upon them, in connection with or resulting from any action, suit, or proceeding, civil or criminal, in which they are or may be, made a party, by reason of their being, or having been, such board member or officer, or by reason of any action alleged to have been taken or committed by them as a board member or officer, whether or not they are a board member or officer at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters to which they shall be finally adjudged, without right of further appeal in such action, suit or proceedings, to have been liable for willful misconduct in the performance of their duty as such board member or officer. Such indemnification shall be made with respect to adjudication other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such board member or officer may be entitled as a matter of law.

ARTICLE VI: OFFICERS

- 6.1 **THE NUMBER OF OFFICERS.** The Officers of the Association shall consist of at least a President, Secretary, Treasurer, and one Director. The maximum number of Officers shall be eight (8) consisting of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Youth Representative, and two (2) Directors.
- 6.2 **ELECTION OF OFFICERS.** All Officers of the Association shall be elected by a majority vote of the members present and eligible to vote at the annual meeting of the membership, as follows:
- a) Officers to be elected in ODD numbered years are:
- (1) President
 - (2) First Vice-President
 - (3) Secretary
 - (4) Director 1
- b) Officers to be elected in EVEN numbered years are:
- (1) Second Vice-President
 - (2) Treasurer
 - (3) Director 2
 - (4) Youth Representative

6.3 **NOMINATION**. The President may appoint a nominating committee each year to present a slate of nominees for Officers of the Association to the membership at the annual general meeting. Additional nominations may be received from the floor, provided said nomination is seconded, that the nominee is present at the annual general meeting, and consents to serve for the office nominated, or is not present at the Annual General Meeting, but consents in writing to serve for the office nominated.

6.4 **ELECTION PROCEDURE**.

- a) Prior to each election, the President shall appoint a person who is not a candidate for office, to conduct the election and serve as the Election Chair. Such person shall appoint one (1) teller and one (1) secretary to pass out, collect, and count the ballots, in the presence of the Election Chair. Ballots may be distributed by this committee in advance as part of the procedure of signing-in. The election results shall be announced to the membership by the election chair, who shall state the number of eligible votes, the number of votes counted, the number of votes necessary to elect, and the results of the balloting.
- b) In the event an objection is raised, the Board of Directors may approve a recount of the ballots in a weighted, roll-call vote. In the event a recount is authorized, each person running for office shall be entitled to appoint one person to monitor the recount.
- c) The Election Chair shall then entertain a motion to destroy the ballots.

6.5 **PERSONS ELIGIBLE TO BE OFFICERS**. An active Association member, regardless of age, except for the positions of President and Treasurer, whom must be 18 years of age or older, who has paid all dues, assessments, and/or met all other qualifications for good standing, shall be eligible for any office. Treasurer needs to be bondable.

6.6 **TERM OF OFFICE**. The term of office of the Association shall be two years and/or until their successors are elected and qualified.

6.7 **REMOVAL OF OFFICERS**. Any officer may be removed from office by a majority vote of the members present and eligible to vote at any meeting of the Association. Notice of the proposed removal of an officer must be given in writing to such officer at least thirty (30) days prior to the date of the meeting at which such removal is to be voted upon. Such notice to the officer must state the cause for the proposed removal. If an officer is removed from office pursuant to this provision, the membership shall thereafter elect a successor to serve during the unexpired portion of the term of office of the removed officer.

6.8 **VACANCY IN OFFICE**. If any officer resigns, or if it is determined they will be unable to perform their duties within the successive sixty days (60), the Board shall appoint a successor to fill the office for the unexpired portion of the term. If the President resigns or is unable to perform their duties over the succeeding sixty days (60), the First Vice-President or next Officer in line shall succeed to the office of President for the unexpired portion of the President's term. The Board shall then appoint a successor to the position just vacated, with the first consideration given to existing Board members who may wish to move into the second position. Subsequently, the Board would appoint a successor to the unfilled position.

6.9 **ORDER OF SUCCESSION**. In the event of any vacancy in office, the recognized order of succession will be as follows: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Director 1, Director 2, Youth Representative.

ARTICLE VII: DUTIES OF OFFICERS

7.1 **PRESIDENT**. The President shall supervise all activities of the Association, execute all instruments on its behalf, call meetings of the Board of Directors and/or of the membership which may be required or deemed necessary, preside at all meetings of the membership of the Association and/or the Board of Directors, schedule instructors for training at monthly Chapter meetings, schedule new referee clinics at least twice a year, maintain the skagitrefs.org website and its users, take care that the Bylaws are faithfully observed, represent the Association at other soccer meetings, or select another officer to represent them, and perform such other duties usually inherent in such office. They shall appoint persons to committees as they reasonably sees fit. At meetings of the Board or membership, they shall decide all disputed points of law and order and vote on all motions and amendments only to break a tie.

- 7.2 **FIRST VICE-PRESIDENT.** The First Vice-President shall act for the President in their absence and perform such other acts as the President may direct. They shall succeed to the office of President if the President resigns or is unable to fulfill their duties within the succeeding sixty (60) days. They shall fill the office of the President for the unexpired portion of the President's term. They may co-sign orders on the Treasury, shall be responsible for maintaining all social media accounts, and will advertise on acceptable platforms for upcoming new referee clinics. They shall be a voting member of the Board of Directors.
- 7.3 **SECOND VICE-PRESIDENT.** The Second Vice-President shall act for the President in the absence of the President and First Vice-President, and shall perform such other acts as the President may direct. They may co-sign orders on the Treasury. They shall be responsible for assisting the First Vice-President with social media/advertising efforts. They shall be a voting member of the Board of Directors.
- 7.4 **SECRETARY.** The Secretary shall be first in line for the office of President if a First Vice-President or Second Vice-President is not elected at the Annual General Meeting. The Secretary shall keep a true account of the meetings of the membership and of the Board of Directors. They shall take roll call at the meetings, take care of all business correspondence, and maintain a file of such. They shall file all minutes away for future reference. They shall provide timely notice to members of the date, time, and place of the Annual General Meetings via mail or email. They shall provide notice of the date, time, and place of the Board of Directors meetings in the minutes and provide a copy of the minutes to each member of the Board of Directors through mail or email before the next Board of Directors meeting. They shall keep current copies of the Bylaws and Articles of Incorporation and shall provide a copy to any member who requests it. They shall perform such other acts as the President may direct. They may co-sign orders on the treasury. They shall maintain a current list of the membership, including names, addresses, and telephone numbers. They shall be voting member of the Board of Directors.
- 7.5 **TREASURER.** The Treasurer, who may be bonded, shall receive and be accountable for all funds belonging to the Association, other than sums paid to the SVSRA by the various leagues for officiating services. They shall receive all dues, fines, and assessments. They shall maintain bank accounts as needed by the SVSRA and shall pay all obligations incurred by the SVSRA. They shall require the submission to themselves of financial records and shall prepare a written consolidated financial report of the activities of the SVSRA to the Board of Directors, and upon request of the membership, at least once annually. They shall make available their records to an audit committee, which may be appointed by The Board, upon request. They shall be a voting member of the Board of Directors.
- 7.6 **YOUTH REPRESENTATIVE.** The Youth Representative shall promote youth involvement within the SVSRA. The Youth Representative shall perform duties as the President may direct. The Youth Representative shall be a voting member of The Board.
- 7.7 **OTHER DIRECTORS.** Other Directors elected at the Annual General Meeting shall perform such duties as the President may direct. Each Director shall be a voting member of the Board of Directors.

ARTICLE VIII. COMMITTEES

FORMATION OF COMMITTEES. SVSRA Committees shall be established to satisfy the programs and needs of the SVSRA for orderly and timely implementation. Committee activities will be based upon approved budget items or may require Board of Director's approval of additional expenditures.

- A) Appointment or removal of Committee Directors is subject to Board approval. Committee activities shall be supervised by respective SVSRA Officers. Committee Directors shall administer their respective activities and be responsible to the Board of Directors through the respective SVSRA Officer.
- B) The Board of Directors shall publish a list of standing and special committees each year, which also shall include SVSRA program functions not necessarily supported by a committee, not later than the beginning of the fiscal year. This list will define the Board of Director's members responsible for the committees and the committee chairperson.
- C) Committee Chairs will be confirmed annually, before the beginning of the new fiscal year. In case responsible SVSRA officers fail to submit names for approval, the President will appoint committee chairpersons with the approval of The Board of Directors.

ARTICLE IX: ADMINISTRATIVE AND FINANCIAL PROVISIONS

- 9.1 FISCAL YEAR.** The fiscal year of the SVSRA shall begin at 12:01 a.m. on September 1 and end at 11:59 p.m. on August 31, of the following year. All financial rules and regulations are in effect during the twelve (12) months of the fiscal year.
- 9.2 BUDGET.** The Treasurer, with the support of the SVSRA Board of Directors, shall prepare a proposed budget for the next fiscal year. Copies of the proposed budget, by line item, shall be submitted to the Association at least thirty (30) days prior to the meeting at which it is adopted. Copies of the approved budget, by line item, shall be available upon request to the membership. The budget shall be limited for any given year to expected income plus reserve for that year. The total budget shall include no less than a 10% contingency fund each year.
- 9.3 AUDIT.** The financial books and accounts of the SVSRA, maintained by the Treasurer, shall be audited bi-annually immediately following the Treasurer's current term of office. A member of the Association can act as an auditor. The auditor shall not be a member of the Board of Directors.
- 9.4 DISBURSEMENT OF OFFICIATING FEES.** Any disbursements of funds to Association members for the performance of officiating duties shall be authorized by the Treasurer. All amounts shall be paid by check or electronic deposit.
- 9.5 DISBURSEMENT OF SPECIAL FUNDS.** Any disbursements of funds raised from sources other than referee registration, assignment, or officiating fees, ie: fundraising efforts, donations, grants, shall first be authorized by the Board of Directors. All amounts shall be paid by check or electronic payment.
- 9.6 DISSOLUTION.** Should the SVSRA be dissolved, all monetary assets remaining after payment of all debts shall be turned over to the State Referee Committee Development Fund.
- 9.7 NO RISK POLICY.** SVSRA shall not institute programs or services that are not covered by either a budget item, by assured funds from outside sources, by funds generated by properly implemented SVSRA programs, or by funds covered in Section 9.8.
- 9.8 FINANCIAL PLANNING.** For the purpose of long-range financial planning, funds from outside sources, funds generated through SVSRA programs, funds through investment of SVSRA, monies can be budgeted for specific future SVSRA programs or projects ("earmarked") over a period exceeding the (one) fiscal year. Any such plans identified by the Board of Directors require approval from the Association. The transfer of unused budgeted funds to the next fiscal year for the same program (budget item) is possible. Any such plans must be identified by the Board of Directors and presented to the Association for approval at the budget meeting (See 9.2) with a thirty (30) day notice.
- 9.9 FUNDRAISING.** Any fundraising programs, including marketing, in the name of SVSRA and/or using the logo of the SVSRA require Board of Directors' approval.
- 9.10 BUSINESS CONFLICT OF INTEREST.** No members of SVSRA shall engage themselves in a SVSRA position or function to gain advantage for their personal or business gain. Any potential conflict of interest shall be declared in a disclosure statement to the Board of Directors, either voluntarily or upon request to the Board of Directors. If a conflict of interest is evident, the Board of Directors shall request the withdrawal of the person, or recommend an investigation by the Board of Directors for removal.
- 9.11 AMENDMENT OF THE ASSOCIATION BYLAWS MAY BE MADE THROUGH:**
- (a) Amendment by the Board of Directors. These Bylaws may be altered, amended, or repealed by affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board. Said alteration, amendment, or repeal of the Bylaws by the Board shall thereafter be submitted to the membership for approval or rejection at the next annual meeting of the members or at the next special meeting of the members called for that purpose. Alteration, amendment, or repeal of the Bylaws as provided herein by the Board shall be valid and binding until such time as the members reject such action of the Board as provided herein.

- (b) Amendment by the Members. These Bylaws may be altered, amended, or repealed by affirmative vote of a majority of the members at any annual or special meeting of the members, if prior written notice of the special alteration, amendment, or repeal is given to the members ten (10) days prior to said meeting.

9.12 RULES OF PROCEDURE. The rules of procedure at meetings of the membership and of the Board of Directors of the Association, shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the Board of Directors.

These Amended Bylaws were duly adopted by the Board of Directors on August 09, 2023
and were then ratified by the membership at a meeting called for that purpose on August 19, 2023.

President

ATTEST: _____

Secretary

ATTEST: _____

SVSRA GENERAL MEETING

Created on 03/14/99. 1st revision 04/05/2020.

2nd revision 08/14/2023.