



## **SOUTH BAY SOCCER REFEREE ASSOCIATION BYLAWS**

### **I NAME**

The name of the organization is: South Bay Soccer Referee Association.

### **II PURPOSES**

The purposes of this organization are:

- A. To recruit, train, and evaluate referees to officiate soccer games in the California State Soccer Association - South (Cal South) region.
- B. To establish and maintain a high level of soccer officiating.
- C. To coordinate the assignment of referees to games in leagues served by the South Bay Soccer Referee Association (hereinafter called the Association or SBSRA).
- D. To standardize the interpretation and application of the Laws of the Game in accordance with decisions of IFAB and USSF, or other applicable governing organizations.
- E. To promote the game of soccer throughout the community by encouraging a better understanding of the Laws of the Game.

### **III NONPROFIT**

This Association is organized exclusively for nonprofit purposes, pursuant to Internal Revenue Code Section 501(c)(4), and no part of its net earnings shall be used for the financial benefit of a member, officer, or director thereof, except as provided for in **XIV Dissolution**.

### **IV MEMBERS**

- A. Membership in the Association shall be limited to individuals who are 14 years of age or older. All members must be;
  1. USSF Certified, and
  2. registered with Cal South, meeting all applicable Cal South Youth or Adult requirements, as applicable, including Risk Management, and photograph requirements.
- B. Membership Applications (both New and Returning) shall be approved by the Board of Directors (BOD).
- C. Levels of Membership
  1. Membership in the Association consists of three levels:
    - a. probationary members,
    - b. full members , and
    - c. honorary members.
  2. Probationary members are those who are joining SBSRA for the first time. Probationary members have the rights of full members except voting rights, and may not run for an office on the BOD.



3. To become a full member, probationary members must:
  - a. attend a BOD approved orientation/training workshop within one year of joining the Association,
  - b. attend one Center of Referee Education (CORE) training session presented by Cal South and hosted by SBSRA, and
  - c. be observed refereeing a game assigned by the Association to form an initial assessment of the probationary member's refereeing ability.

A probationary member will remain a probationary member until he/she completes all of the above requirements. If the probationary member does not fulfill these requirements within the Membership Year, the BOD has the option not to accept that probationary member's application for membership in the subsequent year.

4. Honorary Members:
  - a. Honorary membership may be granted by the BOD upon request from a Member in Good Standing who has been a member for a minimum of fifteen (15) years and is no longer able to referee games but wishes to continue to be a member of the Association,
  - b. Honorary members have the rights of full members but are not required to pay annual dues, may not be assigned to referee matches and may not be an Elected Officer.

D. Members in Good Standing:

To be considered a Member in Good Standing, each member shall;

1. Attend at least five Cal South training sessions on the Laws of the Game each SBSRA Membership Year.
2. Attend at least five SBSRA Membership Meetings each SBSRA Membership Year. The Board will consider requests for exceptions.
3. Have paid all dues and assessments, fines and penalties payable to the Association. A member who has been suspended or whose membership has been terminated cannot be in good standing.

The determination of whether a member is in good standing will be made after the May Membership Meeting and after the Annual General Meeting. All Members in Good Standing after the Annual General Meeting shall continue to be in good standing until the next determination after the May Membership Meeting.

## **V MEMBERSHIP DUES AND FEES TO BOARD MEMBERS**

- A. Annual Membership Dues, as listed in the SBSRA Guidelines, are payable for the Membership Year, July 1 to June 30 of the following year. There is a one-month grace period for payment, with late fees payable thereafter. New Membership Applications approved in June shall be accepted as members for the remainder of that year and the following year provided that membership dues for the following entire membership year are paid.
- B. On an annual basis, the Treasurer will prepare an Association budget of expenses for the forthcoming Membership Year, with a comparison to the current Year-to-Date actual amount, an expected budget through the end of the year and an expected total for the year for consideration and approval by the BOD. Line item explanations of expected



variances greater than 10% of the current year's expected amounts will be provided for consideration by the BOD.

- C. Annual membership dues are waived for all elected and appointed BOD Members, with the exception of the Assignors and Treasurer (see F. below), for the duration of their periods in office.
- D. The Treasurer will prepare an expected membership count and calculate the budgeted annual membership dues, based on the budgeted expenses and expected membership count, for consideration and approval by the Association's BOD as specified in VII C. 3. G. below.
- E. Special assessments, when approved by a simple majority of the membership voting at a Membership Meeting, may be levied on members when necessary to sustain the Association.
- F. BOD Members are not compensated for their board activities, other than the following which are paid by certain of the Association's customers:
  - 1. Assignor fees are determined by the BOD on an annual basis. Fees are documented in BOD Meeting minutes.
  - 2. Treasurer fees are determined by the BOD on an annual basis. Fees are documented in BOD Meeting minutes. These fees cover the Treasurer's time and costs for processing, printing and mailing referee fees checks to members.

## **VI BOARD OF DIRECTORS**

- A. All members of the Board of Directors (BOD) are required to be Members in Good Standing in the Association throughout their elected terms. If, for any reason, a Board Member ceases to be a Member in Good Standing during her/his term, and the situation is not corrected within thirty (30) days of notice to the Board Member, he/she may be removed from the Board by the remaining Elected Board Members as specified in VI E. 4. below.
- B. Board Members may not be members of any other soccer referee association included in Cal South's "Referee Associations" webpage.
- C. The BOD is made up of the "Elected Officers," whose duties are described in VII ELECTED OFFICERS; and "Non-Elected Board Members," whose duties are described in VIII NON-ELECTED BOARD MEMBERS, as follows:
  - 1. Elected Officers:
    - a. President,
    - b. Vice President,
    - c. Secretary,
    - d. Treasurer, and
    - e. Member-at-Large.
  - 2. Non-Elected Board Members, which may include and is not limited to:
    - a. Assignor,
    - b. Director of Instruction and Training, and
    - c. Director of Mentoring and Observation.



D. Board of Directors duties:

1. Address all matters pertaining to Association business.
2. Address all matters pertaining to soccer and referees as related to the Association.
3. Have sole discretion to resolve disciplinary matters related to Association members. (Subject to Section XII).
4. Attend all Board of Director's Meetings in person or electronically. Board Members are expected to attend at least 75% of these meetings during the Association's year.
5. Attempt to purchase medical/liability insurance to cover Association members while refereeing games scheduled by the Assignor. In the event such insurance cannot be obtained at a reasonable fee, in the judgment of the BOD, all such insurance shall be the sole responsibility of each member. Each member must have insurance coverage in order to be assigned games. The President shall inform the members that the Association cannot obtain such insurance by email as soon as this has been determined and at the next Membership Meeting. The Association will not accept medical or liability claims for injury or property damage.
6. Obtain liability (Errors and Omissions) insurance to provide the BOD with coverage while conducting Association business. The cost of the associated premiums shall be borne by the Association.

E. Board Authority:

1. All Board decisions (except those relating to Membership Code of Conduct) shall be final, subject to appeal by two-thirds (2/3) of the Members in Good Standing present at a Membership Meeting (See Section XII). Appeals must be made no later than the second Membership Meeting after the Board's decision appears in the Membership Meeting or AGM minutes. Following a motion for the appeal of a Board decision by a member at the applicable Membership Meeting, and a second of the motion by another member, a vote on the motion by secret ballot shall take place. The vote shall take place during that meeting, if possible, or within 5 days if necessary.
2. The BOD shall resolve all differences and controversies which may arise within the Association, or any other matters not covered by the Bylaws.
3. Elected Officers shall address any and all differences and controversies relating to Non-Elected Board Members.
4. The BOD may take disciplinary action for Code of Conduct violations or for not being a Member in Good Standing against a member of the Board of Directors only by a unanimous vote of the remaining Elected Officers. This action could range from a temporary suspension of duties, removal from the BOD, and removal from the Association.
5. A majority vote by the BOD may dismiss any member of the Association for cause. (Subject to Section XII).

F. Board Meetings:

1. Shall be held not less than every other month, at a date, time and manner to be determined by a majority of the BOD, with an agenda sent out to the BOD at least 48 hours prior to each meeting.
2. A quorum of the BOD shall be a simple majority of the Board members, including either the President or the Vice-President.
3. BOD meetings may be held in person, by conference call or electronically.



4. If it becomes apparent that a Board Member will be unable to attend Board Meetings on a regular, monthly basis or following a Board Member's absence of 50% or more of the Board Meetings during a six month period, the other members of the Board of Directors, by a simple majority vote, may declare the Board position vacant. A replacement Board Member will then be elected in accordance with VII ELECTED OFFICERS, A. 7. below.
- G. An Elected Officer may be removed from office only by a vote of the remaining Elected Officers.
- H. Every act taken or decision made by the Board will be through a vote of the majority of the Directors present at a meeting duly held at which a quorum is present. Any vote result with a tie of approvals and disapprovals results in a "no-decision" and may be tabled for further discussion and vote at a subsequent Board Meeting.

## **VII ELECTED OFFICERS**

- A. The five Elected Officers shall be elected by a secret ballot vote of the membership at the Annual General Meeting (AGM) based on the election cycle of each office. Each office election cycle is outlined below. Only Members in Good Standing, as determined following the immediately prior Membership Meeting, are eligible to vote in elections for board offices.
  1. President, Secretary, and the Member-at-Large are elected for two-year terms in even-numbered years.
  2. Vice President and Treasurer are elected for two-year terms in odd-numbered years.
  3. Board Member elections, by secret ballot, may be held in person or electronically, as determined by the BOD.
  4. In the event that two or more candidates for an office receive an equal number of votes (a "tie vote"), a run-off election will be held for the candidates with the tied vote counts. The run-off election will take place within 48 hours in a manner to be determined by the BOD.
  5. The term of office of newly-elected officers shall begin on the first of the month following their election.
  6. Elected Board Members will be limited to three (3) consecutive terms, elected or appointed, on the Board, effective from the election following adoption of this provision. A two (2) year/twenty four (24) months continuous absence from the Board will reset this requirement and the Board Member may be elected or appointed to any office thereafter.
  7. If an office becomes vacant, a replacement shall be elected for the remainder of the term at the next MEMBERSHIP MEETING under the same conditions as in effect for an AGM election.
- B. Duties of the five Elected Officers are to;
  1. Oversee the activities of the Board.
  2. Appoint any additional Non-Elected Position(s), which may be required by Cal South and/or USSF.
  3. Add additional Non-Elected Board Member positions deemed necessary by the Elected Officers.



C. Duties of each Officer are described below.

1. President;

- a. Perform the duties incident to this office and such other duties as may be required by law. He/she shall be the Association's official public spokesperson.
- b. Administer the business of SBSRA with the collaboration and consent of the BOD.
- c. Preside at all meetings of the Membership and of the BOD.

2. Vice President:

- a. Exercise the responsibilities of the President in the event of her/his absence or disability.
- b. Assist the President in the performance of her/his duties.
- c. Chair the Grievance Committee and select the committee members.
- d. Manage the Member Ranking process each year and collaborate with the Association's Director of Mentoring and Observation in regards to observations.

3. Treasurer:

- a. Receive all moneys due to the Association.
- b. Deposit collected monies in such depository accounts as designated by the BOD.
- c. Disburse monies as required and approved by the BOD.
- d. Maintain adequate and correct books of account, showing receipts and disbursements of the Association and account for its cash and other assets.
- e. Prepare and serve statements of account for dues of members and the organization, as necessary.
- f. Present quarterly financial reports at Membership Meetings.
- g. Prepare an Association fiscal budget for the BOD as a guideline for expenditures, as specified in Section V. B. and C. above.
- h. Ensure copies of the Financial Reports are made available to the Membership and stored/archived in a manner so they can be maintained for a minimum of seven years, or as required by law.
- i. Present draft tax returns to the BOD for the Board to review and approve before the returns are filed. The Association shall maintain copies of the filed tax returns for a minimum of seven years, or as required by law.
- j. Maintain and manage all risk management activities, including liability insurance for the members, and errors and omissions coverage for the BOD.
- k. Perform such other duties incident to the office as may be assigned by the BOD, or as required by law.
- l. Recommend, for BOD approval, one or more non-Board member(s) to perform an informal assessment, of the Association's financial records once every two years, covering the prior two years, as described in Section XIII below.



4. Secretary:
  - a. Prepare draft agendas for Membership Meetings and Board Meetings for review and edits by the Board one (1) week before each meeting and distribute the final agenda to the Board at least thirty six (36) hours before each meeting,
  - b. Take minutes and maintain a record of the minutes of all meetings of the BOD and the Membership for a minimum of seven years, as required by law.
  - c. Provide draft Membership Meeting minutes to the Board for review no later than seventy two (72) hours after each meeting and provide final draft minutes to the Membership no later than one (1) week before the subsequent Membership Meeting for approval by the Membership at that meeting. If the minutes are not made available to the membership one (1) week before the meeting, the approval vote will be delayed until the next Membership meeting.
  - d. Provide draft Board Meeting minutes to the Board no later than seventy two (72) hours after each meeting for review and comments by the Board.
  - e. Provide revised draft Board Meeting minutes to the Board including the comments received from Board Members no later than thirty six (36) hours before the subsequent Board Meeting for approval by the Board at that meeting.
  - f. Maintain an up-to-date roll of all members, including Membership Status, Membership and Cal South Training Meetings attendance.
  - g. Review bylaws and other organizational documents to ensure continuing relevancy.
  - h. Perform such other duties incident to the office as may be assigned by the BOD, or as required by law.
5. Member-at-Large:
  - a. Serve as the member representative to the BOD for concerns, questions, and suggestions regarding Association operations, including the design and conduct of surveys to obtain member feedback.
  - b. Process all applications for membership in the Association received from prospective members and members wishing to renew their membership for the forthcoming Membership Year. Following deliberation and decision of the BOD, process membership applications and communicate the results to each applicant.
  - c. Represent any member who appeals a BOD decision to a Grievance Committee, if requested by the member.
  - d. Receive and review, in cooperation with the Assignor, all USSF or other match reports generated by SBSRA Referees for all Red Cards (Send-offs), serious injuries, game terminations or other unusual match incidents.
  - e. Approve all match reports and forward the reports to the applicable party, as deemed appropriate by the BOD.

The Member-at-Large may not vote on members' disciplinary matters.



## VIII NON-ELECTED BOARD MEMBERS

- A. Non-Elected Board Members are appointed each year by the Elected Officers for a one year term.
- B. Non-Elected Board members serve at the discretion of the Elected Officers.
- C. Non-Elected Board members may be removed by a majority vote of the BOD.
- D. All Non-Elected Board Members must be ratified at the next Membership Meeting after their appointment by a simple majority of the Members in Good Standing through a secret ballot vote. Non-Elected Board members shall serve through the first board meeting after July 1 of each successive year.
- E. If the appointment of a Non-Elected Board Member is not ratified by the Membership, as specified in C. above, the BOD shall propose an alternative candidate at the next Membership Meeting.
- F. If an office becomes vacant during the term, the BOD will appoint a replacement, subject to ratification by the Membership, as described above. The replacement officer will serve the remaining period of that term.
- G. Duties of the Non-Elected Board Members are described below:
  - 1. Assignor:
    - a. Follow Board approved assigning policies and guidelines, which shall be prepared and presented by Assignor for approval to the BOD on an annual basis, as soon after the AGM as possible.
    - b. Not be influenced by any individual Board Member or Member.
    - c. Assign matches utilizing the Member Rankings, provided by the Vice President as determined by the Member Ranking Committee, identified conflicts of interest, members' availability, suitability of assignment, and other pertinent factors.
    - d. Assist the Member-at-Large with the review of match reports, as described in Section VII, C. 5.
    - e. Collaborate with the Director of Mentoring and Observations to assign referees to facilitate mentoring and observation.
  - 2. Director of Instruction and Training:
    - a. Develop, schedule, and manage instruction, and training courses and clinics for SBSRA members. These training courses and clinics may occur during the normal SBSRA Membership Meetings or at other times agreed upon by the BOD.
  - 3. Director of Mentoring and Observations
    - a. Assign Mentors to SBSRA members for growth and improvement.
    - b. Schedule coaching opportunities for members in response to requests from members to assist with the advancement of their SBSRA ranking or in response from the BOD to review a member's abilities and/or SBSRA ranking.
  - 4. Other Non-Elected Officers - as deemed necessary by the Elected Board Members.





## **IX ANNUAL GENERAL MEETING**

- A. The Annual General Meeting (AGM) shall be held in June of each year.
- B. The date, time and manner of the AGM shall be set by the BOD.
- C. Prior notice of the AGM details shall be e-mailed to each member no later than the preceding Membership Meeting.
- D. A quorum of the AGM shall be 50% of all Members in Good Standing.
- E. All meetings shall be governed by Robert's Rules of Order.

## **X MEMBERSHIP MEETINGS**

- A. There shall be a minimum of five Membership Meetings per year.
- B. The date, time and manner of each meeting shall be set by the BOD.
- C. The meeting schedule shall be available on the SBSRA website prior to the meeting or a meeting notice shall be e-mailed to each member at least 48 hours prior to the start of the meeting.
- D. A quorum of the Membership Meeting shall be 25% of all members, including honorary members.
- E. Following a motion for the removal of a Board Member by a member, and a second of the motion by another member, a vote on the motion by secret ballot shall take place. Only members determined to be Members in Good Standing may vote on this matter. A vote to remove a Board Member requires a two-thirds (2/3) majority of the votes cast to remove the Board Member.

## **XI BYLAWS**

- A. Changes to the Bylaws may be proposed in the following manner:
  - 1. Bylaws may be changed only during the AGM, the October Membership Meeting or the February Membership Meeting by a vote of a majority of Members in Good Standing, except as noted in 3. below.
  - 2. All proposed Bylaw amendments or the complete, proposed amended Bylaws shall be presented in writing at the Membership Meeting immediately prior to the Membership Meeting at which they will be voted on. Such amendments shall be published in the minutes of that meeting and made available to the members not less than one week prior to the scheduled vote taking place at the Membership Meeting or AGM.
  - 3. The BOD shall form a committee to review the Bylaws in odd numbered years unless the President or Board deems a special review is needed in the interim. Any recommendations provided by this committee shall be presented to the BOD for its review. Subsequent to the feedback received from the BOD, the bylaws committee will finalize its recommendation and then submit the recommendation to the Membership for approval, as described above.
  - 4. The BOD shall maintain an archive of prior bylaws/guidelines behind the Membership firewall on the Association's website.



## **XII MEMBERSHIP CODE OF CONDUCT**

- A. Members shall abide by these Bylaws, the SBSRA Guidelines and the United States Soccer Federation, Inc. Policy Manual with respect to referees.
- B. Members shall conduct themselves in a respectable and professional manner.
- C. All charges of a breach of Association conduct against a member shall be made in writing to the President setting forth full details. The President shall notify the member of the charges against him. The member will be given seventy two (72) hours either to offer a written response or, at her/his option, request a hearing before the BOD.
- D. The President shall present the written charges and the member's response, if any, to the BOD. The BOD shall afford the member a hearing on the charges.
- E. The Board shall decide by majority vote of the total number of Board Members, excluding the Member-at-Large, any actions, penalties and/or fines which it deems appropriate, including suspension and expulsion of the offending member from the Association.
- F. Following the decision of the BOD, the offending member may request an appeal of the decision to the Grievance Committee. This appeal shall be made in writing to the Secretary within seven (7) days of receiving the notice of upheld charges.
- G. The Grievance Committee:
  - 1. The Chairperson of the Grievance Committee shall be the Vice President.
  - 2. In the event that the Vice President is a party to the hearing, the Treasurer, who will act as the Chairperson of the Grievance Committee, shall replace her/him.
  - 3. The Grievance Committee shall be composed of four disinterested members, none of whom may be any other Board members, in addition to the Chairperson and shall be appointed by the Chairperson.
  - 4. The Grievance Committee Chairperson will set up a meeting to be held within seven (7) days of receiving the request for said meeting. The meeting shall be conducted with a representative of the BOD, the aggrieved member, the Member-at-Large, if requested by the Member, or any other SBSRA member acting as an advocate for the aggrieved. With both sides present, they will present their arguments to the Grievance Committee and then leave the meeting.
  - 5. The Grievance Committee, after hearing both sides, shall determine to uphold, modify or dismiss the charge(s) against the member. The Grievance Committee Chairperson shall provide a written notification to the Secretary and the aggrieved member of their decision. Notice shall be delivered within three (3) days of the meeting.
  - 6. The Chairperson shall vote only in the case of a tie vote.
  - 7. The decision of the Grievance Committee shall be final.

## **XIII Informal Assessment of Financial Records**

- A. The assessment of the Association's financial records will be performed every two years, covering the prior two year fiscal period.
- B. The assessment will be performed by one or more non-Board members, recommended by the Treasurer and selected by the Board.
- C. Following review and approval of the assessment by the Board, the results of the assessment will be presented to the Membership at a Membership Meeting.



- D. The results of the assessment will be maintained and made available to the Membership for a minimum of seven years.
- E. The informal assessment procedures will include, but will not be limited to the following:
  - 1. Identification of policies and procedures regarding the financial records of the Association,
  - 2. Reading of Membership and Board Meeting Minutes,
  - 3. Determination of compliance with all Not-for-Profit status requirements,
  - 4. Verification of Board approved Budgets for Expenses and Membership Dues,
  - 5. Ensuring Association Financial Statements and related Treasurer presentations are maintained for Membership review,
  - 6. Comparison of the Association's annual financial statements and tax returns for consistency,
  - 7. Verification that draft tax returns were presented to the Board for approval prior to filing,
  - 8. Performance of analytical review procedures for related financial statement line items,
  - 9. Testing of a sample of disbursements to source documentation,
  - 10. Testing of a sample of receipts to source documentation and banking records,
  - 11. Testing of membership dues received against cash received and NMI credits given,
  - 12. Determine completeness of the Association's bank accounts and bank statements,
  - 13. Comparison of bank statement transactions to the Association's general ledger,
  - 14. Comparison of the tax reporting documentation (1099s) to payments made to the Association's members.

#### **XIV Dissolution**

Upon dissolution or winding up of the Association, any assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed to all currently paid-up members or members who have received the New Member Incentive (NMI) credit. The payment to each member will be calculated in the ratio that their dues payments received or value of their NMI credit during the current or most current Membership Year bears to total dues received as recorded in the books of the Association.

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