

## **Capital Referees Bylaws**

These Bylaws constitute the code of rules adopted by the Capital Referees, a Texas Nonprofit Corporation for the regulation and management of its affairs.

### **I. Purpose**

The purpose of Capital Referees is to foster and promote amateur sports competition in the game of soccer by:

- Advancing the ideals of good sportsmanship and fair play through qualified officiating in soccer, and respect for the authority of soccer officials at all levels of competition.
- Providing educational programs to advance the skills of soccer officials at all levels of competition.
- Providing public information programs that encourage appreciation for the competence of soccer officials.
- Developing concepts of good sportsmanship among the youth of the nation, both as competitors and as spectators.
- Analyzing soccer rules to identify problems and seek solutions in cooperation with appropriate rule making bodies.
- Developing and maintaining a membership consisting of experienced and capable soccer officials whose integrity is above reproach.
- Fostering a high standard of ethics, closer cooperation, and better understanding among officials, athletic representatives, coaches, players, and the media.

### **II. Geographical Area**

Capital Referees will be domiciled in Austin, Travis County, Texas and serve the Central Texas area.

### **III. Divisions / Affiliations**

Capital Referees membership will include three Divisions: High School Division, Collegiate Division, and United States Soccer Federation Division. As provided below, each "Division" will be led by a Director. The Board may affiliate Capital Referees with organizations that promote soccer (collectively "Affiliates" or "Affiliated Organizations"), for these Divisions, including:

**High School:** University Interscholastic League ("UIL"), Texas Association of Sports Officials ("TASO") (and, its Soccer Division ("TASO-S")), Texas Association of Private and Parochial School ("TAPPS")

**Collegiate:** National Collegiate Athletics Association ("NCAA"), National Intercollegiate Soccer Officials Association ("NISOA"), Elite College Soccer Referees ("ECSR"), National Intercollegiate Recreational Sports Associations ("NIRSA")

**U.S.S.F.:** United States Soccer Federation ("USSF"), South Texas Soccer Referees ("STSR")

#### **IV. Board of Directors**

**A. The Board.** The Board is vested with the management of the business and affairs of Capital Referees, subject to the Texas Business Organizations Code, the Certificate of Formation, and these Bylaws. The Board is empowered to rule on situations not covered in these Bylaws and to adopt policies and procedures affecting Capital Referees. Board Members are not compensated for service on the Board, but may be reimbursed reasonable expenses incurred in connection with their duties.

**B. Board Positions.** The Board consists of the following Officers.

**1. President.** The President will:

- A. Be the Chairman of the Board and preside at Board and Member meetings.
- B. Ensure proper execution of programs conducted by Capital Referees.
- C. Ensure the proper execution of programs conducted by Capital Referees.
- D. Manage, or delegate management, of contractors and vendors.
- E. Appoint, with Board approval, necessary leadership positions.
- F. Take action necessary to maintain Capital Referees' good standing with the Texas Secretary of State, the I.R.S, and Affiliate Organizations.
- G. Act as primary spokesperson of Capital Referees in coordination with the Board.

**2. Vice President.** The Vice-President will:

- A. Perform the duties of the President in the President's absence.
- B. Assist the President in ensuring proper execution of programs conducted by Capital Referees.
- C. Coordinate application of Capital Referees' ethics and disciplinary program, including serving as "Complainant" in disciplinary matters, unless the Board designates another person to serve in that capacity.
- D. Assist the Division Directors with implementation of their programs, including membership recruitment, retention, and test administration, as requested.

**3. Secretary.** The Secretary will:

- A. Keep the minutes of Board and Member meetings.
- B. Send notices, preserve records, and coordinate publications of Capital Referees.
- C. Coordinate collection and retention of information with the Division Directors regarding Capital Referee's association with Affiliates, including membership and contact rosters.
- D. Schools regarding scrimmages, mileage fees, and regarding timely payment of Members for matches.
- E. Work with the Webmaster to ensure information on the Capital Referees' website is accurate and current.

4. **Treasurer.** The Treasurer will:
  - A. Collect money owed to Capital Referees, including membership fees, fines, and game fees and payment of Capital Referee's debts.
  - B. Maintain accurate books and records of the financial affairs of Capital Referees using QuickBooks or other accounting software as approved by the Board.
  - C. Sign checks. The Board may require additional signature for payments over an amount determined by the Board.
  - D. Prepare annual and interim financial statements, tax returns, 1099's, and other financial reports as required by law.
  
5. **Director of Membership.** The Director of Membership will:
  - A. Act as the liaison between members and the Board.
  - B. Coordinate membership benefits.
  - C. Seek feedback on the services provided to the Membership.
  - D. Assist Members in the advancement of their development as referees
  
6. **Director of High School Refereeing.** The Director of High School Refereeing will:
  - A. Manage the referee development program for the High School Division. The program may include, but is not limited to:
    - a. Coordinate the presentation of training sessions and clinics.
    - b. Coordinate assessors, mentors, and on-the-field training.
    - c. Coordinate the assignment of Member's rankings.
  - B. Draft, for Board approval, a list of Members recommended for playoff, regional and state finals assignments.
  - C. Coordinate the assignment of matches with the Assignor.
  - D. Respond to issues regarding the issues of the safety or suitability of playing fields and facilities. Coordinate the reporting field and facilities issues to competition authorities.
  
7. **Director of Collegiate Refereeing.** The Director of Collegiate Refereeing will:
  - A. Manage the referee development program for the Collegiate Division The program may include, but is not limited to:
    - a. Coordinate the presentation of training sessions and clinics.
    - b. Coordinate assessors, mentors, and on-the-field training.
    - c. Ensure refereeing practices are current with national standards and rule interpretations.
  - B. Coordinate the roster, adhering to membership requirements of Affiliated Organizations.
  - C. Coordinate the assignment of matches with the Assignor.
  - D. Respond to issues regarding the issues of the safety or suitability of playing fields and facilities. Coordinate the reporting field and facilities issues to competition authorities.

E. Communicate with collegiate affiliates regarding membership issues.

- 8. Director of USSF Refereeing.** The Director of USSF Refereeing will:
- A. Communicate with the appropriate Affiliates regarding Capital Referees.
  - B. Maintain a list of assignors in the Capital Referees service area
  - C. As needed and identified, provide services to USSF referees.

**9. Immediate Past President.** To serve, the Immediate Past President must be a Member. If the Immediate Past President is not a Member, holds another position on the Board, or declines to serve, this position will remain vacant. The Immediate Past President will:

- A. Serve as an *ex officio* member of the Board.
- B. Act in an advisory role to Board to ensure continuity of leadership.

**C. Election.** Members will elect Board Members.

1. **Term / Election Schedule.** Board Members serve two-year terms. In even numbered years, the President, Treasurer, Director of College Refereeing and Director of Membership will stand for election. In odd numbered years, the Vice-President, Secretary, Director of High School Refereeing, and Director of USSF Refereeing will stand for election. The term of each Board Member will begin immediately upon election and end upon the election of a successor, unless the position is sooner vacated as provided by these Bylaws.

2. **Eligibility.** To be eligible to serve on the Board, a candidate must be a Member for at least two years and be in good standing. Board Members must be at least an auxiliary member of TASO to ensure proper insurance coverage.

3. **Ballots.** If more than one Member is nominated to fill a position, written ballots containing the names of candidates. Members will be notified of nominated candidates 48 hours prior to the election.

4. **Election Process.** Elections will be organized by Board Members not running for office. The election for each office will take place in the order the positions are set out in Section IV(B). Nominations will be taken from the floor immediately prior to the election of each position. (This is so that, for example, a candidate who is unsuccessful at being elected President may be nominated for Director of USSF Refereeing.) To be considered for election, nomination from the floor must be made and seconded by Members in good standing, the candidate must accept the nomination be eligible to serve. Uncontested elections will be voted on by acclamation. In contested elections, candidates will be given an opportunity to address Members immediately before the election using a format approved by the Board. Division Directors are elected by only Members of that Division. Contested elections will be by a majority of eligible Members present by secret ballot.

5. **Vacancies.** A vacancy in the Board can happen in the following ways:
  - a. A Board Member resigns, is no longer eligible to serve, or accepts a different Board position.
  - b. A Board Member is not in good standing for a period of 30 days after the Board Member is notified they are not in good standing.
  - c. The Board Member is recalled as provide in Section 8 or removed for failing to attend meetings as provided in Section 9.

6. **Filling Vacancies.** If there is a vacancy in Presidency, the Vice President will become the President for the remainder of the President's term. For other vacancies, as soon as practical, the remaining Board Members will appoint a Member to fill the vacant position. If less than a year remains in the term, the appointee will serve for the remainder of the term. If more than a year remains in the term, the appointee will serve until the next Board election. At that time, an election will be held for the remaining year of the term in the manner as electing any other Board Member.

7. **Recall.** Board Members may be recalled. A written recall petition containing signatures of 25% of Members must be presented to the Board. The Board will set a date for a recall election 30 to 60 days after receiving the petition. A quorum of 25% of Members is required for a recall election. A supermajority exceeding  $66\frac{2}{3}\%$  of Members casting secret ballots must vote for recall. If a quorum is not present, the recall election will occur at the next Member meeting. To remove a Division Director, Members of that Division are eligible to sign a petition or vote in a recall election.

8. **Failure to Attend Board Meetings.** If a Board Member misses two or more consecutive Board meetings, after being given the opportunity to explain the absences, the Board Member may be removed by a  $66\frac{2}{3}\%$  vote of the remaining Board Members.

#### **D. Board Meetings**

1. The President will chair Board meetings. If the President is unavailable, the Vice President (or the next available Board Member in the order listed in Section IV(B) will chair).
2. The Board may conduct meetings in person, telephonically, or by electronic means (or a combination thereof) that allows Board Members to communicate with the other Board Members. A quorum consisting of a majority the then filled Board positions must be present to act. Proxy voting is not allowed.
3. The President or any three other Board Members may set the time and place of a Board meeting. Notice of the meetings may be given by mail or email. Except in cases of emergency, a Board Member may object if less than 5 days' notice of the meeting is given. If such an objection is received, the Board Meeting will be recessed until at least 5 days after the initial notice.

4. Members may be present at Board meetings. Upon written request (or Board permission), Members are allowed reasonable opportunity to address the Board. Except with the Board's consent, Members may not otherwise participate in Board Meetings. Guests are permitted at Board meetings with the Board's consent. The Board may meet in executive session without Members or guests present. All official action taken by the Board will be disclosed in the minutes.

5. Board Meetings will be conducted generally according to Robert's Rules of Order. The chair may cast a vote only to make or break a tie.

E. **Action Taken Without Meeting.** The Board may take action without a meeting, including by email or internet votes. However, if two or more Board Members object to a matter being considered without a meeting, the matter will be considered at a meeting.

G. **Insurance / Indemnification.** Capital Referees will provide indemnification insurance for Board Members. The Board will determine the terms and limits of such insurance. To the extent permitted by law, any person (and their heirs or executors) made or threatened to be made a party to any action, suit, or proceeding because they are or were a Board Member or representative of Capital Referees will be indemnified by Capital Referees against all liability and reasonable expenses, including attorney's fees and disbursements, incurred in connection with the defense or settlement of such action, suit, or proceeding. Notwithstanding the above, Capital Referees will indemnify a person only if they acted in good faith and reasonably believed their conduct was in Capital Referees' best interests. In the case of a criminal proceeding, the person may be indemnified only if they had no reasonable cause to believe their conduct was unlawful.

H. **Books / Records.** Capital Referees will keep records of account, minutes of its Board and Membership meetings, and other business of Capital Referees. Board Members are entitled to inspect such books and records at any time for any purpose. Upon reasonable notice, Members are entitled reasonably inspect such books and records, except to the extent they contain confidential information.

I. **Fiscal Year.** Capital Referee's fiscal year will be June 1 to May 31. The Board may extend or limit the rights and duties of Members available during the year in order to align with the fiscal year of Affiliated Entities or applicable soccer seasons.

K. **Other Leadership Positions.** The President may from time to time appoint Members in good standing, including Board Members, to leadership positions as deemed necessary. Appointments are effective immediately, but are subject to Board approval within ten days. Appointments continue until the earlier of (1) Ten days after appointment, unless the Board approves the appointment, (2) conclusion of the purpose or duration stated in the appointment, and (3) the next Board Election. No agreement to compensate an office holder is effective until approved by the Board. Below are examples of appointed leadership positions:

1. **Assignor.** An Assignor coordinates assignment of Members to matches. The Assignor may appoint sub-assignors, subject to Board approval, and may use

non-Members for solely administrative or clerical duties. Assignors and sub-assignors are independent contractors who serve at the will of the Board.

2. **Disciplinary Committee Chair.** The Disciplinary Committee Chair is responsible for appointing other Members of the Committee.

3. **Parliamentarian.** The Parliamentarian will advise the chair of a meeting regarding the application of Robert's Rules of Order.

4. **Digital Media Manager.** The Digital Media Manager will maintain the Capital Referees' website, email software, and other digital communication tools.

5. Any other office or committee of Board Members or Members to advise the Board on any matter.

## **V. Members**

**A. General.** All Capital Referee "Members" are entitled to attend meetings and enjoy benefits available to all Members. Membership is open to all persons interested in the mission of Capital Referees, including referees, assignors, assessors, and others. To become a Member a person must complete an annual application and pay applicable fees. The Board may accept or reject any application. Once the Board accepts an application, the applicant becomes a Member. All Members accept all responsibilities defined by these Bylaws, the Board, and applicable Operating Procedures.

**B. Divisions.** Members may join the High School, Collegiate Division, and U.S.S.F. Divisions. The requirements to belong to the Division and (if applicable) eligibility for game assignments will be set in the Operating Procedures. Operating Procedures prescribing or changing the membership requirements for each Division should adhere to the membership requirements of appropriate Affiliated Organization(s), or be approved by a vote of the relevant Division Membership. Members may belong to more than one Division.

**C. Dues and Fees.** The Board will set annual dues and other assessments for Members, including for each Division. Members must timely pay dues and assessments to be in good standing. Failure to pay timely dues and assessments will result in suspension and may be subject to further discipline.

**D. Member Meetings.** Capital Referees and its Divisions will hold Member meetings. The schedule and attendance requirements will be established by each Division. Members will receive email notice of meetings 14 days prior to the meeting. The Board may waive this notice period. Meeting attendance may be limited to specific Members, including Members of a Division.

**E. Voting.** Members are entitled to vote on any business considered at Member meetings. Proxy votes are not permitted. 10% of applicable Members constitutes a quorum. A quorum is required only to vote on matters. Training and other business may be conducted without a quorum. The lack of a quorum does not impact the attendance requirement. Member meetings will generally be conducted according to Robert's Rules of Order. There will be at least one annual meeting of all Members at which elections will be held.

**E. Member Discipline.** The Board will adopt procedures for the handling of disciplinary matters. Such procedures must adhere to the principle that disciplinary matters specific to a Division will be decided by members of that Division. A Member may be disciplined for:

1. Any action of a Member that is not compatible with these Bylaws, Operating Procedures, or Code of Ethics of Capital Referees or an Affiliate Organization.
2. Failure to fulfill a contract (officiate an accepted match), except in an emergency.
3. Behavior the Board, an Affiliated Organization, or a school official deems inappropriate.
4. Failure to cooperate with the Disciplinary Committee in the investigation of any soccer related matter.

**F. Good Standing.** Only Members in good standing have the privileges of Membership, including the rights to vote and, where applicable, to officiate matches. Members will not be in good standing if they are placed on probation, fail to satisfy the obligations set out in these Bylaws, the Operating Procedures, or as determined by the Board. If an Affiliated Organization disciplines a Member, Capital Referees may consider that conduct to determine the Member's standing with Capital Referees. If an Affiliate suspends or limits a Member's right to officiate matches, Capital Referees will not assign the Member to matches sanctioned by the Affiliate according to the terms of the suspension or limitation. The Board may communicate with Affiliates regarding Member Discipline.

**G. Operating Procedures. Operating Procedures.** The Board will adopt operating procedures that establish membership requirements (as prescribed in Section V. B.), game protocols, and other matters. Operating Procedures will contain the mechanism for adopting, modifying, and vetoing changes.

## **VI. Amendments to Bylaws**

**A. Technical Amendments.** The Board may approve technical amendments to these Bylaws, including spelling, punctuation, typographical errors, organization, and other non-substantive changes.

**B. Substantive Amendments.** Substantive amendments to these Bylaws may be adopted by a supermajority exceeding 66<sup>2/3</sup>% of Members present at a Member Meeting. Modifications of those portions of these Bylaws that pertain only to a particular Division are approved only by Members of that Division.

**C. Transition.** The current Director of Rules will serve as the Director of Membership and the Director of Training and Assessment will serve as the Director of High School Refereeing for the remainder of their current term. The Board will appoint the first Director of Collegiate Refereeing for a one-year term. Once these positions next stand for election, this Section will automatically be deleted from these Bylaws.



## **VII – Dissolution & Winding Up**

A. **Winding Up.** The Board may act to wind up the affairs of Capital Referees. Upon the necessity for the dissolution or winding up of Capital Referees, the Board will adopt such process and ensure compliance with the relevant provisions of the Texas Non-Profit Corporation Act and other applicable state and federal statutes.

B. **Distribution of Assets.** Upon dissolution, no Member or Board Member will receive assets of Capital Referees having a fair market value in excess of \$50. To the extent reasonably possible, after the payment of all just debts, any remaining assets will be distributed to another organization, which is tax exempt (if reasonably possible), selected by the Board that as closely as possible matches the purposes of Capital Referees.