

COMMONWEALTH SOCCER OFFICIALS ASSOCIATION BY LAWS

ARTICLE I NAME AND AFFILIATION

The organization shall be known as the "**COMMONWEALTH SOCCER OFFICIALS ASSOCIATION, INC.**", a non-profit Virginia corporation hereafter referred to as CSOA, which shall act as an independent association of certified soccer officials. The CSOA shall exercise through its Board of Directors all such powers as may be required in furtherance of its stated purposes.

ARTICLE II OBJECTIVES

The objectives of the CSOA shall be

To act as an independent service association to provide soccer officials to officiate at all levels of competition, in accordance with Laws/Rules of soccer as set forth by the governing body for which the specific match is played.

To promote and maintain the highest standard of soccer officiating by the membership of CSOA as well as to provide opportunities to grow and advance as officials by periodic training, testing and evaluation of its membership.

To further the interest and ideals of the sport of soccer by cooperating with organizations and associations officially related with the sport.

ARTICLE III MEMBERSHIP

Section 1: Membership shall be open to any soccer official who holds a current registration (referee, assignor or assessor) and meets the qualifications and requirements set forth by the **United States Soccer Federation (USSF)**, and/or the **National Federation of State High School Associations (NF)**. Once accepted as an Active member, it is the member's responsibility to maintain the required proficiency as stipulated by the corresponding governing body. Failure to do so, may result in termination of active membership status.

Section 2: Persons seeking to gain membership status in CSOA shall notify and provide the necessary information to the Recruitment and Membership Committee, which shall communicate such information to the Board of Directors. Upon becoming a member of the CSOA, each official shall be charged a one-time non-refundable membership fee as set forth in Article X, Section 2.

Section 3 There shall be no level or degree of distinction of membership made among the general membership of CSOA.

Section 4: The CSOA is a non-discriminatory, equal opportunity association. No person or organization shall, on the ground of race, color, national origin, sex, sexual orientation, veterans status or disability, age, political beliefs, religious creed, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity sponsored or operated by the CSOA.

Section 5 All members of CSOA shall adhere to the Code of Conduct of the CSOA, which are annexed to, and form part of these By-Laws

ARTICLE IV

BOARD OF DIRECTORS

Section 1: There shall be a Board of Directors which shall be entrusted to exercise all such powers set forth in the Constitution and By-Laws as may be required in the furtherance of the states objectives of the CSOA

Section 2: The Board of Directors shall consist of a President, a Vice-President (Training), a Vice-President (Assessment), a Commissioner of Officials, and a Secretary/Treasurer, and six (6) members-at-large, one (1) of whom shall be the Immediate Past President if not holding any other elected office.

Section 3: Elections. The Board of Directors shall be elected by majority vote of members present at a business meeting of CSOA to be held in conjunction with the annual Spring Rules Meeting or Spring Clinic (see Article XI- Section 2) no later than the last day of February.

- a. The President shall appoint and the Board shall confirm a Nominating Committee at least two months prior to the scheduled election.
- b. The Nominating Committee shall consist of at least three members of CSOA, two of which must not be current members of the Board of Directors.
- c. The Nominating Committee shall present a slate of candidates for each Office and Board position and each nominee must acknowledge acceptance of this nomination. Only active members of CSOA shall be considered for nomination and election to an office on the Board of Directors.
- d. The Secretary/Treasurer shall notify membership of the date, time and place of the election and notify them of a slate of candidates. This notification shall be mailed to the membership at least two weeks prior to the election.
- e. Nominations may be made from the floor during the election with the consent of the nominee.
- f. Each position will be voted on separately, and in order as identified in Section 4 (c) and 4(d).
- g. The nominated candidate receiving a majority of the votes for each position shall be declared elected. If no nominee receives a majority of the votes on the first ballot, a second ballot shall be conducted with only the two nominees receiving the greatest number of votes on the first ballot.
- h. Any nominee not selected may then run for any other office position by nomination from the floor.
- I. In the absence of any opposing candidates, the entire slate or any nominee may be elected with one vote.
- j. If there are no candidates nominated for a position, the election for that position will be postponed until a candidate is nominated, and an election held. In the interim, the President, upon approval of the Board, may appoint a Board member to fulfil the functions of that position, until the election is held. This interim Board member shall have full voting rights.
- k. Only members attending the election are eligible to vote.
- l. Voting for the election of Officers and the Board of Directors shall be by secret ballot.

Section 4: Term of Office. All members of the Board of Directors shall serve two-year terms.

- a. Their terms shall commence on the first day of the fiscal year following the election.
- b. The terms shall be staggered to allow for continuity as the Board turns over.
- c. In even years, the election will cover the President, the Vice-President for Assessment, and three members-at-large.
- d. In odd years, the election will cover the Commissioner of Officials, the Vice-President for Training, the Secretary-Treasurer, and two members-at-large.
- e. If the Immediate Past President holds another office, one additional member-at-large will be elected.
- f. Members may not serve on the Board more than two consecutive terms unless specifically waived by three-fourths of the membership present and voting during the election.

Section 5: Vacancies. Vacancies in any office in the Board of Directors, arising by death, resignation, removal or otherwise, shall be filled for the remaining period of inability, absence or until an election is held to fill the position in accordance as follows:

- a) In the case of the President, the Vice-President (Training) shall exercise all such duties of President, or if not possible, the Vice- President (Assessment), or if not possible, the Commissioner of Officials. In the

event that all three (3) are not able, the Secretary/Treasurer shall call for a general business meeting as soon as possible for an election of a new President in accordance with the procedure set forth in Section 3 of this Article.

b) In the case of any other position on the Board of Directors, such position shall be filled by any active member of CSOA, based on a majority vote of the remaining Directors.

Section 6: Removal. Any Board member may be removed by the Board of Directors whenever, in its sole judgement, the best interest of CSOA will be served.

- a. A majority of Board members present at a regularly scheduled meeting may initiate action for removal.
- b. An Officer or Board member subject to removal must be notified in writing by the Secretary-Treasurer at least seven (7) days prior to a meeting at which the proposed removal will be considered.
- c. A two-thirds vote of the Board of Directors present and voting shall be necessary for removal.

Section 7: Resignation. Any Board member may resign at any time by giving written notice to the President or the Secretary-Treasurer. Such resignation shall take effect on the date of receipt of such notice or at any later time specified. The acceptance of such resignation shall not be necessary to make it effective.

Section 8: Meetings of the Board. The Board of Directors shall meet at least once a month, upon the due notice of the President. The attendance of six (6) or more Board members shall constitute a quorum. The President shall preside over the meetings. The order of business at all meetings shall be as follows:

1. Reading of minutes of previous meeting.
2. Report of the Secretary/Treasurer.
3. Report of the President.
4. Report of the Commissioner of Officials.
5. Report of the Vice-President (Training).
6. Report of the Vice-President (Assessment).
7. Report of the Assignor.
8. Reports of other Board members and standing or special committees.
9. Unfinished business.
10. New business.
11. Date of next meeting.
12. Adjournment.

Any portion of the order of business may be waived by the consent of those Board members present at the meeting.

Section 9: Functions of the Board of Directors. The Board shall have the power to:

- a. Establish policy for specific cases not provided for elsewhere, but which is deemed necessary by the Board to carry out the objectives of CSOA.
- b. Levy such assessments and set compensation rates as may be deemed necessary to promote and conduct the purposes of CSOA.
- c. Negotiate contracts on the behalf of CSOA.
- d. Keep a complete record of all its acts and affairs and to present a statement at the annual meetings of CSOA.
- e. File such annual reports as may be required by the Commonwealth of Virginia or the Federal government.
- f. Consider all business and charges brought before it by the membership, the President, or Board member, and to take appropriate action to discharge its duties for the best interest of CSOA.

Section 10: Compensation of members of the Board of Directors.

- a. The Assignor(s) shall be compensated at a rate/method to be determined annually by the Board of

Directors. Such compensation shall be incentive and performance-based and shall be a minimum of six per cent (6%) and shall not exceed ten percent (10%) except by unanimous vote by the Board of Directors.

- b. The Secretary/Treasurer shall receive a fee of one percent (1%) of the total amount paid for all games assigned by CSOA.
- c. Board members, as such, shall not receive any compensation for any service rendered to CSOA. However, any Board member may be reimbursed for actual expenses incurred in the performance of their duties.

Section 11: Indemnification of Directors, officers and administrators: The CSOA shall indemnify each director, officer, or agent against liabilities (including judgements and fines and reasonable attorney's fees, cost, and expenses) incurred by him in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitative, or investigative (any of which is hereinafter referred to as a "proceeding"), to which he may be made a party by reason of his being or having been a director, officer or agent of the CSOA, except in relation to any proceeding in which he has been adjudged liable because of willful misconduct, bad faith, or gross negligence involved in the conduct of his office, or in relation to any criminal proceeding in which he had reasonable cause to believe his conduct was unlawful (any which behavior is hereinafter referred to as "misfeasance"), provided, however, that even if he is guilty of misfeasance he shall be entitled to such indemnification as shall be finally ordered by a court.

ARTICLE V FUNCTIONS OF THE PRESIDENT AND VICE-PRESIDENTS

Section 1: The President of the CSOA shall serve as Chairman of the Board of Directors, and shall preside at all general meetings of the CSOA. The President shall: i) conduct the business of the CSOA properly in all matters except those specifically assigned to the other officers, committees or members by the Constitution, the By-Laws, the membership or himself; ii) execute the mandates of the Constitution, the Board of Directors or of the general membership of the CSOA; iii) exercise the general and executive management of the CSOA and perform the duties normally incumbent on the office of the President.

Section 2: The Vice-President (Training) shall be responsible for the planning and conduct of all CSOA sponsored training clinics, in collaboration with other pertinent members of the CSOA.

Section 3: The Vice-President (Assessment) shall be responsible for the development, conduct and maintenance of records of the program for the evaluation and assessment of CSOA officials.

Section 4: The Commissioner of Officials shall (i) be the official contact between the CSOA and the recognized authorities of such leagues, schools, tournaments for which CSOA is contractually required to provide officials; (ii) supervise the conduct of any mandatory training or rules clinic or seminar required by VHSL; (iii) report to the Board of Directors of CSOA, all matters regarding the quality and performance of officiating services provided by CSOA officials at high school soccer contests, the conduct of coaches, athletic directors of players where legal action may be involved; (iv) act as chairman of any ad-hoc disciplinary committee to assess complaints made against the conduct of any CSOA official as a game official in accordance with the disciplinary process set forth below; (v) provide the Assignor with all necessary information to ensure the most efficient use of officials in the assignment of games.

**ARTICLE VI
FUNCTIONS OF THE SECRETARY/TREASURER**

Section 1: The Secretary/Treasurer shall have the following functions: I) receive, prepare, dispatch and keep record all official correspondence of the activities of the CSOA as directed by the Board of Directors, except those relating to game assignments or other special correspondence issued by other Board members (e.g. assessments); ii) give notice to membership and record the proceedings of official meetings of the CSOA in accordance with the provisions of these By-Laws; iii) record the official minutes of all meetings of the Board of Directors; iv) maintain the official files of the CSOA and serve as the Registered Agent of the CSOA; v) bill all organizations (schools, teams, leagues or tournaments) upon the completion of CSOA services or in accordance with such agreements as have been established; vi) receive all monies due to the CSOA and deposit them into an account(s) of the CSOA as directed by the Board of Directors; vii) liquidate all debts and make all disbursements as directed by the Board of Directors and as provided in these By-Laws; viii) maintain detailed financial records of all such transactions of the CSOA, and present to the Board of Directors no later than thirty (30) days from the close of the fiscal year, as specified in Article VI, Section 3 of the Constitution, an Income/Expenditure Statement of the finances of the CSOA for the preceding year.

Section 2: The Secretary/Treasurer shall be empowered i) to endorse in the name of the CSOA all negotiable instruments and shall deposit the same to the credit of the CSOA into such accounts as designated by the Board of Directors; ii) have custody of all funds in the name of CSOA, and iii) sign with the President, in the name of the CSOA all contracts, instruments of conveyance or negotiable instruments.

Section 3: As a condition of assuming and holding office, the Secretary/Treasurer must be "bondable" at standard rates for the faithful discharge of his duties. The Board of Directors in its sole discretion shall establish the amount of such bond. The cost of any such bond shall be paid by the CSOA.

**ARTICLE VII
FUNCTIONS OF THE ASSIGNER/ASSISTANT ASSIGNORS**

Section 1: There shall be an Assignor of the CSOA who shall be a current member of the CSOA, and shall be employed by the CSOA upon the decision of the Board of Directors a fixed term contractual basis, for the sole purpose of assigning officials for all CSOA serviced games. The Assignor shall be an ex-officio non-voting member of the Board of Directors, and shall not hold any other position on the Board of Directors.

Section 2: The President upon the decision of the Board of Directors may contract Assistant Assignor(s) who shall be members of the CSOA, and who shall report to and assist the Assignor in assigning CSOA serviced games. The Assignor, as well as the Assistant Assignor(s) in lieu of the Assignor, shall be paid in accordance with the terms set forth in Article X of these By-Laws.

Section 3: The Assignor and any Assistant Assignors shall be required to report to the general membership at general business meetings of the CSOA and at other times and in such fashion, as deemed appropriate by the Board of Directors. The Assignor and any Assistant Assignor(s) shall submit, within two (2) weeks of the end of each season, a report to the Secretary/Treasurer, with the information necessary to bill the organization(s) serviced by CSOA, and to prepare payment to CSOA officials.

ARTICLE VIII RULES INTERPRETER

Section 1: There shall be a Rules Interpreter who shall be a current member of the CSOA to be appointed by the President upon the decision of the Board of Directors to be responsible for the interpretation of laws and rules by which CSOA-serviced soccer games are governed. The Rules Interpreter shall be the official CSOA authority on soccer laws and shall have the following functions; i) render such rule interpretations as may be requested by or for membership; ii) settle any disputes on rule interpretations arising out of matches officiated by CSOA officials iii) assist the Vice-President (Training) at all training clinics sponsored by CSOA on rules and mechanics in officiating; iv) any other duties as may be prescribed by the President upon the decision of the Board of Directors.

Section 2: All interpretations and rulings rendered by the Rules Interpreter shall be binding on all members of the CSOA.

ARTICLE IX GRIEVANCES AND DISCIPLINE

Section 1: Discipline Complaints brought against the conduct of any CSOA member as a game official, and requiring consideration for disciplinary actions, will be reviewed by an Ad-hoc disciplinary committee to be chaired by the Commissioner of Officials. The Committee shall consist of no more than two (2) other non-Board members of CSOA, chosen by the Commissioner, and shall perform the following functions: gather and analyze all relevant information to determine if any, or no disciplinary action be taken; and, recommend to the CSOA Board the nature of any sanction, penalty or exoneration of charges. If the Commissioner of Officials is an affected party to a complaint, the President shall appoint another CSOA non-Board member to act as chairman of the Ad-hoc committee, in lieu of the Commissioner of Officials.

Section 2: The ad-hoc committee shall complete its tasks as described above and submit a report without undue delay for the consideration of the CSOA Board at its next scheduled meeting. All decisions of the CSOA Board on disciplinary matters shall be decided on a majority vote of Board members and will be final. The Secretary/Treasurer shall inform the member(s) concerned of the decision of the Board in writing.

Section 3: Grievances there shall be a Grievance Committee whose Chairman shall be appointed by the President upon decision by the Board of Directors. The Chairman shall draw upon CSOA current membership and establish said Committee to include no less than one (1) or more than two (2) additional members. No member who holds a position on the Board of Directors of CSOA shall simultaneously serve as a member of the Committee. The Committee shall have the following responsibilities; I) hear and investigate any grievance of a CSOA member arising out of CSOA serviced games; ii) gather and analyze all pertinent information relating to the case presented; and (iii) ensure that the grievance process is fair and impartial.

Section 4 Grievance procedures shall be as follows: (i) all cases presented for the committee shall be submitted in writing within two (2) weeks of the grievance;(ii) the committee shall investigate all pertinent facts and interview all parties concerned so as to ensure that the disciplinary action taken is fair and impartial; (iii) the Grievance committee shall inform the member presenting the grievance of its decision in writing, with a copy to the Secretary/Treasurer. The Board shall act upon any findings of the Grievance Committee that demonstrate that the disciplinary action taken was unfair and partial.

**ARTICLE X
FEES AND ASSESSMENTS**

Section 1: The CSOA shall be empowered to levy all fees and assessments it deems necessary to fulfil the financial obligations of the Association. Fees and assessments shall be derived from the following: i) initial application fees for membership to CSOA; ii) assessments in game fees of members officiating in CSOA serviced games; iii) fines and penalties imposed in accordance with the schedule set forth in Section 4 of this Article; and iv) other assessments made upon members, only on the approval of a two-thirds vote of the general membership, when the business of the CSOA requires additional funds than are currently available.

Section 2: Initial membership fees There shall be an initial one-time membership fee of \$20.00 upon application for membership by any individual and/or organization meeting the criteria set forth in Section 2 and 3 of Article III of these By-Laws.

Section 3: Game Fees Assessments Each member of the CSOA will be assessed ten percent (10%) of the total amount earned on all CSOA serviced games, of which six percent (6%) shall be paid to the Assigner(s), three percent (3%) shall be paid into the general finances of the CSOA for administrative expenses and one percent (1%) shall be paid to the Secretary/Treasurer.

Section 4: Fines and Penalties. The following schedule of maximum fines and penalties shall be enforced by the Board of Directors for the violation indicated:

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| a) Late for game assigned | \$15.00 |
| b) Missed game | forfeit of game fee plus fine equal to game fee. |
| c) Uniform violation | \$10.00 |
| d) Misconduct detrimental to CSOA | Decision of the Board of Directors, upon recommendation of the Ad-hoc disciplinary committee. |
| e) Other misconduct | same as in (d) above. |

**ARTICLE XI
MEETING AND CLINICS**

Section 1: For the purposes of conducting all CSOA business, there shall be four (4) types of meetings:

- a) **Rules meetings or clinics** for the purpose of training of members or rule(s) interpretation(s).
- b) **General business meetings** for the conduct of the administrative business of the CSOA that require membership approval, (election of officers, financial affairs, etc).
- c) **Board of Directors meetings** to conduct the functions of the Board of Directors, (policy, financial affairs, grievance etc.).
- d) **Special meetings** for the conduct of any special business not defined above.

Section 2: The CSOA shall conduct at least one **Rules Meeting** or **Clinic** annually for the purpose of training of members. The conduct of such meeting or clinic shall be the responsibility of the Vice-President (Training) with the support of such other members of the CSOA as deemed necessary. Additional Rules meetings of clinics may be held as deemed necessary.

Section 3: The CSOA shall conduct at least one **General business meeting** annually for the purpose of election of officers to the Board of Directors, and for any other business requiring the decision of membership. The Secretary/Treasurer shall give notice of such a meeting to the general membership, and such meeting shall be presided by the President. Minutes of each meeting shall be kept by the Secretary/Treasurer and made available for membership review at subsequent meetings.

Section 4: Board of Directors' meetings shall be restricted to duly elected members of the Board, and any other member of CSOA invited by the President. The President shall give notice to Board members of such

meetings designating a date, place and time, and minutes shall be recorded by the Secretary/Treasurer for approval by the Board at subsequent meetings. Minutes of Board of Directors' meeting shall be made available for review by any member of the CSOA, upon written request to the Secretary/Treasurer.

**ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE**

The CSOA shall have and continuously maintain in the Commonwealth of Virginia a registered office and a registered agent whose office is identical with such registered office, as required by the Non Stock Corporation Act of Virginia. The registered agent of the CSOA shall be the Secretary/Treasurer of the CSOA unless otherwise decided by the Board of Directors. The registered office shall be designated as the business office or home of the registered agent.

**ARTICLE XIII
AMENDMENTS**

These bylaws may be amended only by two-thirds vote of those members present and voting at a CSOA general business meeting provided that said proposed amendment is submitted in writing to the general membership by the Secretary/Treasurer at least thirty (30) days prior to the meeting at which the amendment is to be considered.

**ARTICLE XIV
DISSOLUTION**

The CSOA may be dissolved at any time by the written consent of no less than two-thirds vote of the Board of Directors and two-thirds vote of the active members present at a general business meeting.

Corrected copy/Feb 2004.