

NORTH ALABAMA SOCCER OFFICIALS ASSOCIATION BY-LAWS

ARTICLE I NAME

The group governed by these By-Laws shall be known as the NORTH ALABAMA SOCCER OFFICIALS ASSOCIATION or by the acronym NASOA or as THE ASSOCIATION, as a non-profit organization

References to the male sex in the By-Laws are for the simplification and apply to both females and males.

ARTICLE II PURPOSE & SCOPE

The purpose of the NASOA shall be:

- A. To promote the welfare of the game of soccer, its players and officials.
- B. To maintain the highest standards of soccer officials through perpetual recruitment of new officials and education, development and mentoring of all officials.
- C. To encourage the spirit of fair play and sportsmanship.
- D. To have available, at all times, an adequate number of thoroughly trained and capable officials.
- E. To proactively recruit and train new officials and provide ongoing mentoring opportunities
- F. To cooperate with all organizations officially connected with the game of soccer in furthering its interest and ideas.

ARTICLE III OFFICES & AFFILIATIONS

The principle office of NASOA is in the City of Huntsville, County of Madison, and State of Alabama. The Association shall be associated with the Alabama High School Athletic Association (AHSAA) and other soccer organizations. NASOA shall at all times recognize the authority, rulings and the laws of the appropriate governing body of the matches, leagues and tournaments in which its members of this association will participate. Any conflicts will be promptly resolved by the Board of Directors of this Association.

ARTICLE IV MEMBERSHIP

SECTION 1.

NASOA shall be comprised of all duly qualified and approved members in good standing with the Association. Eligibility requirements shall be established by the Board of Directors of this Association. All individuals, in good standing and transferring from recognized soccer officials associations, shall be admitted to this Association providing all dues and certification required for active membership have been met. NASOA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations

SECTION 2.

Classes of Memberships:

Active:

- A. Active members are those members in good standing who are currently registered with AHSAA and/or USSF.
- B. Active members are encouraged to become affiliated with AHSAA and USSF at the earliest possible time after joining NASOA.
- C. Active members may hold office or vote upon matters concerning the Association.

Associate:

Associate members are those members who have been active, but are no longer able to officiate games due to unavailability, or who have requested transfer to this class of

membership. An associate member may request transfer to active status by giving written notice to the President that they desire to do so. Such transfer will become effective upon approval by the Board. An associate member shall referee no soccer games while in such status unless it is an emergency and of a special service to NASOA.

Honorary:

Such a membership will be accorded to persons who have distinguished themselves in the interests of soccer. An honorary member shall be a non-dues paying member and shall not have the right to vote, hold office, or officiate games. This membership is accorded to those persons who are nominated by members of the Association in good standing. Such membership will be determined by a vote of the Board of Directors.

Lifetime:

Lifetime members are those members who have been active members in good standing for at least ten years and have contributed significantly to the growth and sustainment of the Association. Lifetime members may be active members of the Association without payment of Association dues. Such membership will be determined by vote of the Board of Directors.

Probationary:

Probationary members shall be those individuals who are serving a disciplinary action or are awaiting disposition of disciplinary complaint

Members of all classes may attend meetings and participate in discussions.

Duties of MEMBERS:

Members of the Association, in order to be regularly approved, shall be required to maintain at least one certification (AHSAA or USSF) each year. Failure to do so will result in membership suspension with the right of appeal to the Board. Members are expected to maintain a level of fitness appropriate to ART II, Sec 1. And be available to referee on a regular basis to support all NASOA commitments.

ARTICLE V BOARD OF DIRECTORS

SECTION 1.

The NASOA Board of Directors or Board shall consist of the following Board Members: a President, a Vice-President, a Secretary, a Treasurer, a AHSAA Officer, a USSF Officer and Four Members-at-Large. In the absence of the President at Board Meetings or membership meetings, another Board Member shall serve in his place in the priority stated in the preceding sentence. No officer shall hold more than one office during his term as a member of the board. The previous President shall serve as a non-voting advisor to the Board. The minimum age of a Board Member must be consistent with Alabama State contractual laws. All Board Members (Except USSF Officer) must be member of the AHSAA.

SECTION 2.

The Board of Directors shall conduct regular business of the Association at Board Meetings as prescribed in this Article and shall perform other duties as prescribed by the Association.

SECTION 3.

The Board of Directors shall be elected biennially at a designated election meeting and shall assume office immediately thereafter

SECTION 4.

The Board of Directors shall meet at least quarterly or upon call of the President or as provided by the By-Laws. Proceedings of the Board meeting shall be provided to the general membership by the Board Secretary once meeting minutes have been approved by the Board. Two-Thirds (2/3) of the members of the voting board shall constitute a quorum, provided all members have been notified of the meeting. A majority vote constitutes a decision.

SECTION 5.

The Board shall consider all business and charges brought before it by the membership and take appropriate action to discharge its duties for the best interest of the Association as a whole. The Board shall be empowered to levy fines and/or suspend members after formal charges have been presented and hearings have been held in accordance with the requirements specified in Article XII, Section 3. Fined and/or suspended members have the right to appeal to the Grievance Committee, followed by the general membership. In such cases where the Board is overruled by either the Grievance Committee or membership, the fine shall be returned and/or suspension lifted; furthermore, the Board of Directors shall direct the

appropriate assignor(s) to assign as many games as possible to make up for games lost during the suspension.

SECTION 6.

In matters of business where the Association might become financially involved or indebted, or a member is liable to expulsion, the Board shall make its recommendation to the membership before proceeding with the business, acting as the membership instructs.

SECTION 7.

In any case in which a Board member is the accused or a material witness either for or against the accused, such Board member shall be disqualified from acting as a member of the Board for the consideration of such case.

SECTION 8.

The Board shall perform such other duties and functions as may be prescribed by these By-laws or as may be prescribed from time to time by the membership.

**ARTICLE VI
DUTIES OF THE BOARD OF DIRECTORS**

SECTION 1.

Duties of the PRESIDENT:

- A. The President shall conduct the Association's business properly in all matters except those specifically assigned to the other board members or committees by these By-laws, or the membership. The President shall have the authority to act in behalf of the Association in normal business matters requiring immediate attention, except that he may not obligate the Association financially without prior approval of the Board or membership. He shall be empowered with the approval of the Board to fine or suspend members for detrimental conduct or failure to abide by these By-laws or resolutions of the membership. A fined member or suspended member has the right of appeal to the Grievance Committee followed by the membership. It shall be the President's obligation to direct the other board members and committees in the performance of their duties to the best interest of the Association.

- B. In the event of the resignation, expulsion, death or disability of the President, the Vice-President shall possess and exercise all the powers of the President for the remainder of

the term or for the period of disability. In the event of resignation, disability, or death of the President and Vice-President, the Board shall appoint an acting President and Vice-President for the period of disability or the remainder of the term.

SECTION 2.

Duties of the VICE-PRESIDENT:

- A. The Vice-President shall perform the duties of the President in accordance with Article VI, Section 1A. He shall as chair of the AHSAA NASOA Training Workshop Committee; serve as assistant to the NASOA Treasurer; maintain oversight of the NASOA recruitment and mentoring program headed by a member-at-large; maintain oversight of NASOA asset inventory (i.e.- timing system, laptops, projector, etc..).
- B. In the event of resignation, disability, or death of the Vice-President, the board shall appoint an acting Vice-President for the period of disability or the remainder of the term.

SECTION 3.

Duties of the SECRETARY:

- A. The Secretary shall give notice of all general membership meetings via email and shall keep record of all general membership and Board meeting minutes. He shall keep record of the names of Board Members present at Board meetings, include those absent and those excused. The Secretary shall receive, prepare and dispatch all correspondence concerning activities of the Association as directed by the President or Vice-President, and shall inform the Association of the receipt and dispatch of such correspondence. The Secretary shall record minutes and prepare such minutes for all membership.
- B. In the event of resignation, disability or death of the Secretary, the Board shall appoint an acting Secretary for the period of disability or the remainder of the term.

SECTION 4.

Duties of the TREASURER:

- A. The treasurer shall be the custodian of all moneys belonging to the Association and shall hold all funds of the Association subject to the order of the board of directors or person thereunto authorized by the board of directors. He shall deposit the funds of the Association with such bank or banks as the board of directors may approve and designate. At meeting of the members, and at each quarterly meeting of the directors, and whenever called upon at any other Board meeting, he shall make a complete and correct report of his accounts and disclose the true financial condition of the

Association. He shall submit his books and accounts for audit when so requested by the board of directors. At the discretion of the board, he shall give bond, made by a duly authorized surety company, in such sum as may be required of him by the board, conditioned for the proper accounting of all moneys and property coming into his hands by virtue of his office. The premiums on such bond shall be paid by the Association. At the expiration of his term of office, from whatever cause, he shall deliver up all books, papers and moneys of the Association to the Vice-President (Assistant to the Treasurer), or to his successor once named.

- B. In the event of resignation, disability or death of the Treasurer, the Board shall appoint an acting Treasurer for the period of disability or the remainder of the term.

SECTION 5.

Duties of the AHSAA and USSF OFFICERS, designated by Officer(s) in this section only:

- A. The Officers shall be responsible for relations with the respective organizations. They shall ensure the membership and the Board are informed of organization activities, rule and law changes, and shall represent the Association at these organizations in the best possible manner. When a definite answer is not readily available within the Association, the Officers shall facilitate interpretation of rules or questions regarding rules by seeking rulings from the sanctioning organization. The Officers shall coordinate the training, certification, and assessment of Association members per the sanctioning organization's Laws, Rules and Procedures.
- B. In the event of resignation, disability or death of an Officer(s), the Board shall appoint an acting Officer(s) for the period of disability or the remainder of the term.

SECTION 6.

Duties of the Members at Large (4 Members at Large):

- A. The Members at Large shall be responsible for providing input from the NASOA Membership on such items that may concern the general membership with respect to the purpose, organization and management of the Association. Members at Large shall be assigned to but not limited to the following Association initiatives/committees; Referee Recruitment; Referee Development; NASOA Website Management; Assistant to The Association Secretary; AHSAA NASOA TRAINING WORKSHOP; Grievance Committee. The Members at Large shall serve as the Grievance Committee Chairman in alphabetical sequence.
- B. In the event of resignation, vacancy, disability or death of any Member at Large, the Board shall appoint an acting Member at Large for the period of disability or the remainder of the term.

**ARTICLE VII
VOTING, ELECTIONS AND
QUALIFICATIONS OF BOARD MEMBERS**

SECTION 1.

VOTING

- A. Voting upon the disciplining or expulsion of a member shall be by secret ballot of the Board.
- B. Voting upon the election of a Board Member, motions and other matters shall be by voice or show of hands vote, except that any three active members present or the presiding Board Member may request a vote by secret ballot upon any matter. The presiding Board Member shall not vote except in the case of a tie vote. However, the presiding Board Member may vote during elections the same as any other member.
- C. Voting at Board Meetings on motions and other matters shall be by voice vote, show of hands vote or vote by electronic mail (i.e., E-mail).

SECTION 2.

ELECTIONS

- A. Officers and members at large of the Board shall be elected at the biennial election meeting. The President shall appoint a Nominating Committee consisting of at least three active members at least one month prior to this meeting. This committee shall attempt to present a slate of at least two (2) candidates for each office at this meeting. The slate of candidates shall be included in the notice of the meeting mailed and/or electronically mailed (i.e., E-mail) to the membership at least (1) one week prior to the meeting. Nominations from the floor will be accepted.
- B. Voting for each office shall begin immediately after the nominations for the office have been closed. The President must be elected before nominations for Vice-President are closed, and each officer shall be elected in the manner stated above and according to the order as stated in Article V, Section 1 of the Bylaws before the nominations for the next office are closed.
- C. Election of officers other than members at large of the Board shall be by majority vote of the active members present and voting. In case no candidate receives a majority of the votes, a run-off election shall be held to include only the candidates with the two highest vote counts. In case of three consecutive ties between the same candidates, determination shall be by lot.

D. Election of members at large of the Board shall proceed as follows:

1. All nominated members will be presented to the membership on one ballot.
2. A run-off election will reduce the ballot to the number of vacant member at large offices plus one candidate, where each active member will have one vote for each vacant member at large office. 3
3. The final election shall be by majority vote of the active members, where each active member will have one vote for each vacant member at large office. In the cases where any vacant offices remain, another final election will be held with the remaining candidates. After three consecutive final elections, the determination will be by lot.

E. If there are no candidates for an office, the election for the office shall be postponed from meeting to meeting until at least one candidate is nominated. If at least one candidate is nominated the election shall continue. Until that time, the current Board shall remain in office.

F. The newly elected officers shall assume office immediately upon being elected.

SECTION 3.

QUALIFICATION OF OFFICERS

Only active members in good standing shall be considered for nomination and election to an office or as a Member at Large of the Board or to be appointed to any committee.

ARTICLE VIII COMMITTEE FUNCTIONS

SECTION 1.

The Fee and Negotiation Committee shall be responsible for all fee and negotiation of contracts, recommending to the membership for acceptance, contracts and fees for various organizations; and shall perform such other duties as may, from time to time, be prescribed by the membership. No member of the Association may contact any league regarding contracts without the permission of the Chairman of the Committee. The Committee shall recommend a fee scale for the following fall season to the membership for acceptance. Upon approval of the membership, the Committee shall submit the fee scale to the appropriate organizations as soon as possible so that they may include any increases in their budget for the next year. However, if a situation arises which requires an adjustment in the fees, such action may be taken at any time during the year.

SECTION 2.

The Grievance Committee shall be responsible for mediation of all appeals by Association members to disciplinary action by the Board in accordance with requirements specified in Article XII, Section 3. The Committee shall consist of a Board Member at Large, a member selected by the President, and a member selected by the appellant. This committee shall have the power to conduct close door appeals hearings, collect supporting material and interview witnesses to detrimental conduct events as necessary to reach a finding on the member's appeal. The chairman of this committee shall provide a recommended resolution and/or course of additional action of the appeal to the Board, and provide a permanent written record copy to the Secretary. Additionally, should the member pursue a general membership appeal, the Grievance Committee Chairman shall present a historical record of the committee actions and recommendations to the general membership for consideration in their deliberations. The Grievance Committee shall be dissolved at the resolution of the appellant's grievance.

ARTICLE IX ASSIGNMENTS AHSAA / USSF

SECTION 1.

The Assignor(s) shall be responsible for coordination and assignment of membership referees to provide the necessary referees to officiate matches, as required by the respective supported organizations. The Assignor(s) shall indicate at the time of assignment the senior or lead referee and the accession order for the assigned referee crew.

SECTION 2.

The assignments shall state the time, date and location of the games, other officials assigned, and the location of the game, team designation the fee and any other pertinent information.

SECTION 3.

Unless notified by the Assignor(s), members will show up for game assignment no later than 15 minutes before the scheduled kick-off time as prescribed by the respective sanctioning organization (AHSAA / USSF). If a member is 10 minutes late, the late member may be reassigned their position on the crew by the ranking member of the crew based upon the progression dictated by the Assignor or by the following progression: Referee, Assistant Referee 1, Assistant Referee 2, 4th or Alternate Official. The Referee is to report the official arriving late in the appropriate game reporting method.

SECTION 5.

- A. A member failing to appear to officiate an assigned game after receiving notification may be fined the equivalent of his game fee. Fines collected will be credited to the NASOA general Fund.
- B. A fine of 50% of the game fee may be assessed to those officials who are late for a game. A fine of the whole game fee may be assessed if the referee shows up after the beginning of the 2nd half of the game has begun. Fines collected will be credited to the NASOA general fund.
- C. Fines may be waived by the Board, if in the opinion of the Board, a satisfactory excuse is presented.

SECTION 6.

Members will only receive assignments for sanctioned games from designated assignors or those registered assignors acting on behalf of NASOA.

ARTICLE X UNIFORM

SECTION 1.

Members of the Association shall wear uniforms approved by the respective sanctioning organizations for all games assigned and officiated under the auspices of the Association. Furthermore, members of the Association shall wear appropriate clothing for pre-game and post-game activities, where members are representing the Association.

SECTION 2.

All officials at each game shall be dressed similarly in clean matching uniforms and they should be well groomed. Each official shall be equipped with two whistles, a watch, a set of red and yellow cards, a set of flags, a coin, two pencils or pens and alternate jerseys of the design and color designated by the sanctioning organization. The assigned Center Referee shall dictate jersey color of the officials at the contest.

ARTICLE XI ETHICS, DETRIMENTAL CONDUCT AND DISCIPLINE OF MEMBERS

SECTION 1.

ETHICS

I shall always maintain the utmost respect for the game of soccer.

I shall conduct myself as a professional at all times and maintain the dignity of my position

I shall always honor a contractual obligation.

I shall attend local meetings and clinics to best know the rules and their interpretation.

I shall always strive to achieve maximum teamwork with my fellow official(s).

I shall be loyal to my fellow officials, and never permit or promote criticism of them.

I shall be in good physical condition so as to be in the right place at the right time and fulfill my obligation to the match level to which I am committed.

I shall control the players effectively by being courteous and considerate without sacrificing firmness.

I shall do my utmost to assist my fellow official to better himself and his work.

I shall consider it a privilege to be a member of the NASOA and will uphold its ideals at all times.

I shall not solicit games.

I shall not allow personal relationships to affect my professional standards on or off the field.

SECTION 2.

DETRIMENTAL CONDUCT

The following examples of misconduct, among other matters, shall be considered grounds for suspension or expulsion from the association.

- A. Refereeing a game or appearing for a game while under the influence of intoxicants such as drugs or alcohol.
- B. Wagering upon soccer in any respect or acting as a stakeholder for a wager upon a game.
- C. Conviction of a felony, or conviction of a misdemeanor if such may bring discredit to the member or to the NASOA.
- D. Failure to meet financial obligations, if such may bring discredit to the member or to the NASOA.
- E. Smoking or the use of other tobacco products in uniform in the vicinity of the field.
- F. Making derogatory statements about any other game official, whether as a coach, player, spectator, or an official.

SECTION 3.

It shall be the duty of each member of the Association who has knowledge of detrimental conduct on the part of another member of the Association to report such conduct to the Board.

DISCIPLINE OF MEMBERS

Grounds of Discipline-

A member may be suspended from the Association for not more than one year, or may be expelled, for failure to comply with established authority of regulation, or for delinquency in payment of authorized charges, or for any other conduct conclusively established to be contrary to the best interest of soccer. No member, otherwise in good standing with this Association, may be penalized, suspended or expelled for actions not specifically related to or in violation of expressed provisions of these By-laws.

Appeal Process-

Any member suspended or expelled shall have the right to appeal, in the following order, to the Grievance Committee and the general membership. The member must send a request for appeal to the Secretary within 14 days of receipt of disciplinary notice from the Board. The Secretary shall inform the Grievance Committee Chairman and a closed-door appeal hearing will be conducted and completed within 7 days. The Grievance Committee Chairman shall provide in writing to the Secretary and the suspended member the recorded minutes and the committee recommendations/actions to be taken resulting from the appeal hearing. The Board shall within 7 days meet and review with the Grievance Committee their proposed recommendations and/or course of action. The Board at that time must determine if the original disciplinary measure remains in effect or the Grievance Committee's recommended solution be adopted. The suspended member shall be informed in writing of the Board's action. If at that time, the member still is in disagreement with the Board, the member shall request within 7 days, through the Secretary, an appeal to the general membership at the next scheduled meeting. The Secretary shall inform all members in writing or by electronic mail (i.e., E-mail) with the appeal requirement as an agenda item for that meeting. When an appeal is made to the general membership, the general membership shall either revoke the disciplinary measure or shall affirm it by a majority vote.

Right of a Hearing –

A member charged with any offense shall have the right to be heard in person or by written statement by him/her in his/her own defense.

Discipline Notice –

When a member is suspended or expelled, the Board shall notify all concerned that such a member may no longer officiate as a member of this Association. No member shall officiate knowingly with a suspended or expelled member.

**ARTICLE XII
SALARIES AND FEES**

SECTION 1.

If the process is not defined by the sanctioning organization, the Assignor(s) shall be paid a fee to be determined by the Board of Directors and approved by the general membership, for games assigned by them during the year.

SECTION 2.

Fees and dues shall be set from time to time as approved by the Board of Directors and approved by the general membership. Dues for NASOA and other sanctioning organizations will be submitted directly to the Treasurer unless otherwise directed by the sanctioning body.

SECTION 3.

The Association shall receive a fee, determined by the Board of Directors, from the total amount paid for games assigned by the Assignor(s) during the year.

SECTION 4.

The Treasurer shall be paid a fee to be determined by the Board of Directors and approved by the general membership to ensure completion of the Treasurer duties.

**ARTICLE XIII
PARLIAMENTARY PROCEDURE**

The rules contained in "ROBERT'S RULES of ORDER", as revised, shall govern in all parliamentary procedures in which they are applicable and in which they are not inconsistent with these By-laws.

**ARTICLE XIV
AMENDMENTS**

A proposed amendment to the By-laws may be read and discussed at any regular or special meeting of the general membership of the Association. The amendment may then be voted

upon by the membership, with or without modification, and approved upon the majority of the votes of those active members present and voting. At the next regular meeting, following the meeting at which the proposed amendment was first approved, the proposed amendment shall be read and again may be modified. Another vote shall be taken, and upon the affirmative vote of at least two-thirds of the active members present and voting, the amendment shall be in full force and effect.

ARTICLE XV ENACTMENT

These By-laws shall be in full force and effect upon the affirmative vote of two-thirds of the active members present and voting, and upon becoming in full force and effect, all previous By-laws shall be repealed without further action.

ARTICLE XVI IDENMNIFICATION

The Association shall indemnify any Board Member of the Association to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State of Alabama.

SECTION 1.

Such Board Member conducted himself in good faith,

SECTION 2.

Such Board Member reasonably believed:

- A. In the case of a Board Member was acting in his or her official capacity, that his conduct was in the Club's best interests,
- B. In all other cases, that such person's conduct was at least not opposed to the Associations best interests, and
- C. In the case of any criminal proceeding, such Board Member had no reasonable cause to believe his or her conduct was unlawful. However, the Association may not indemnify a person either
 - a. in connection with a proceeding by the Association in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Association.
 - b. in connection with any proceeding charging improper personal benefit to the Board Member, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was

improperly received by the person (even if the Association was not thereby damaged). Any indemnification under this Article (unless ordered by a court) shall be made by the Association only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of Board Member not parties to the subject proceeding, or by such other person or body as permitted by law.

ARTICLE XVII

DISPOSITION OF ASSETS UPON DISSOLUTION

SECTION 1.

Method of Approval - Upon the recommendation of a majority of the Board of Directors to dissolve the Association, a Special General Meeting shall be called and a final approval by two thirds (2/3) of the Members present shall be required. The Board of Directors is empowered to act as trustees and supervise the liquidation of the Associations assets.

SECTION 2.

Dedication of Assets - The Association does not contemplate Pecuniary gain or profit to the members thereof except as provided by law under 501 (c)(6) of the Internal Revenue Code of 1986, as amended from time to time. The property of the Association is irrevocably dedicated to tax exempt purposes under said 501 (c)(6) as described herein and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.

SECTION 3.

Disposition Upon Dissolution - Upon the dissolution or winding up of the Association, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the Association remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed at the discretion of the Board of Directors to one or more nonprofit funds, foundations, or corporations which are affiliated with the purposes consistent with the purposes of the Club, and which have established tax exempt status under 501 (c)(3) of the Internal Revenue Code of

1986, as amended. In no event shall any of the business, assets or income of the Association, in the event dissolution thereof, be distributed to the directors, individual members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purposes.

SECTION 4.

Final Report - A final report of such liquidation and distribution of assets, as outlined above, shall be made to a General Membership Meeting within sixty (60) days of the date of disposal of the assets of the Association by the Treasurer and Secretary.