

WESTERN NEW YORK STATE REFEREES ASSOCIATION, INC.

BYLAWS

(Effective April 1, 2017)

ARTICLE I: NAME

The name of the corporation shall be: Western New York State Referees Association, Inc.

ARTICLE II: DEFINITIONS; PURPOSES

1. Definitions:

WNYSRA – the "corporation" or the "Association", whether or not capitalized shall refer to the Western New York State Referees Association, Inc.

USSF – refers to the United States Soccer Federation

USASA – refers to the United States Adult Soccer Association

USYSA – refers to the United States Youth Soccer Association

FIFA – refers to the Federation de Internationale Football Federation

SRC – shall refer to the State Referee Committee and shall operate as the board of directors

SRA – shall refer to the State Referee Administrator as defined by the USSF

SYRA – shall refer to the State Youth Referee Administrator as defined by USSF

SAC – shall refer to the State Assignor Coordinator as defined by the USSF

SDA – shall refer to the State Director of Assessment as defined by the USSF

SDI – shall refer to the State Director of Instruction as defined by the USSF

District – shall refer to a specific geographical area of the corporation

DRA – shall refer to the District Referee Administrator

Unit – shall refer to the districts' governing body, if such exists

Organizational Member – defined by USSF policy and by-law and shall refer to both the Western New York Soccer Association, Inc. (adult) and New York State West Youth Soccer Association (youth)

2. Purposes of the Corporation.

- a) To promote interest and participation in the game of soccer in general within Western New York.
- b) To improve and develop the skills of referees, assessors, instructors, and assignors in the knowledge of the game which includes the laws of the game and directives from United States Soccer Federation and its Organization Members of Western New York.
- c) To regulate, govern, and register soccer referees, instructors, assessors, and assignors within Western New York to be in compliance with the policies and by-laws of United States Soccer Federation and its Organization Members within Western New York.
- d) To organize social events and entertainment for its members.
- e) To solicit, collect, and otherwise raise funds and gather materials for the effective implementation of the purposes of the corporation.

- f) To affiliate with local, state, regional, national, and international organizations that are deemed beneficial in meeting the purposes of the corporation.
- g) To buy or lease property (real, personal, or both) and to borrow money and pledge assets that are deemed necessary to carry out the purposes of the corporation.
- h) To act and exercise any and all powers, rights, and privileges to accomplish any of the purposes of the corporation that may (now or hereafter) be lawful for a corporation to do or exercise under the laws of New York State.
- i) The corporation is organized exclusively for charitable purposes as a Qualified Amateur Sports Organization for youth and adult and may make distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III: HEADQUARTERS

- 1.1 The headquarters of the corporation shall be in the County of Monroe in the State of New York.
- 1.2 Western New York State shall mean all counties of the State of New York that intersect with I-81 and west.

ARTICLE IV: FISCAL YEAR

The corporation's fiscal year for reporting shall be September 1 to August 31 of each year.

ARTICLE V: MEMBERSHIP

The corporation shall have two types of members: Voting and Non-Voting

1. Voting Members

- 1.1 Each District shall be entitled to representation at all meetings of the membership of the corporation. Each district's representation shall be the DRA.
- 1.2 All duly registered referees who are in good standing shall be members entitled to vote by representation as follows: The SRC shall divide the territory into Geographic Districts. Each District shall consist of the registered referees within its area who are registered with the corporation and not under suspension or in bad standing at the time of the vote. The DRA for such District shall have full right and authority to act on behalf of the members within that District in regards to all matters coming before the membership. The DRA may, if having more than one vote, split votes were deemed appropriate to represent the members within that District. For voting purposes a referee may not be considered a member of more than one District. In the case of a conflict the SRA shall determine the District that the referee shall be considered a member of for all voting purposes.
- 1.3 The SRA shall maintain the roster of members.

1.4 Each District shall be accorded the votes based upon its registered referees who are in good standing weighted as follows:

300 or fewer registered referees = 1 vote

301 to 600 referees = 2 vote

601 or more = 3 votes

1.5 The SRA shall have three (3) votes.

1.6 The SYRA, SDA, SDI, and the SAC shall each have two (2) votes.

1.7 The Chair shall have one (1) vote in order to make or break a tie.

1.8 The voting strength of each voting District shall be certified annually to the Secretary by the SRA, as a record date of the last Saturday of April. This voting strength shall apply until the next annual record date. A referee cannot be a member of more than one District.

2. Non-voting Members

2.1 Non-voting members shall consist of all properly registered referees, assessors, instructors, assignors, administrators, and Life Members; or other individuals interested in the officiating of soccer and are in good standing.

2.2 Any person that has not annually registered as a referee, assessor, instructor, or assignor may petition the SRC for inclusion into its membership.

3. Withdrawal/ Suspension or Expulsion of Member

3.1. The membership of any member shall cease upon withdrawal of the member by means of a written notice of resignation supplied to the Secretary or failure to annually register as a referee.

3.2. The Grievance Committee (if approved and created by the Organization Member for either youth or adult soccer within the jurisdictional territory of the corporation, pursuant to the rules of USSF) shall have the power to reprimand, fine, expel, or suspend any member for violating any USSF policy or any policy of the corporation. Any resolution shall require the affirmative vote of a majority of the entire voting membership of the Grievance Committee. Prior to the adoption of such resolution, the affected member shall be furnished with written notice of the proposed action being considered by the Grievance Committee and any reasoning of such action. Notice shall be mailed by certified first class US Mail, to the address of record with the offices of the corporation not fewer than forty-five (45) days prior to the meeting of the Grievance Committee for which such action is being considered. The meeting will be run in accordance to USSF by-law and policy which stipulates the parameters of conducting a hearing.

3.3. A suspended member shall be deemed not in good standing with the corporation during the period of suspension. As such, he or she shall not be considered in any event, game, match, tournament, or other event sanctioned by USSF or any of its Organization Members.

3.4. A suspended member shall be deemed not in good standing with the corporation during the period of suspension and shall not be considered for voting purposes as outlined in Article V.

- 3.5. A member expelled or suspended from membership of the corporation shall have the right to appeal such action in conformity with the established by-laws set forth by USSF.
 - 3.6. In order to be duly registered and in good standing, a member must have paid all appropriate fees as established by the SRC and any District (as approved by the SRC) and properly registered as may be required by the rules and regulations of USSF or this corporation.
4. Proprietary Information
 - 4.1. Except as authorized by the SRC, no member shall make use of any of the data resulting from registration data received by such and involving this corporation.
 - 4.2. The SRA is solely authorized to use the name of WNYSRA, Inc. (or other combination which would represent the corporation) any of its trademarks, trade-names, or that of its sponsors; all others (person or entity) shall not use or bind the corporation without prior written approval of the SRC.
 - 4.3. The SRA may bind the corporation.
5. Membership Fees/Budget
 - 5.1. The SRC shall adopt a budget, including a membership and referee fee schedule at a regular meeting of the SRC each year preceding the onset of the fiscal year of such budget. Such budget, but not fee schedule, may be revised as needed during the year, by resolution passed by a majority of the SRC Executive Committee.
 - 5.2. Any Unit may require a fee for membership provided that the fee is approved by the SRC.
6. Policy and Procedures

All members of this corporation shall operate in accordance with the duly approved policies and procedures of the corporation. The policies and procedures of this corporation may be changed from time to time by action of the SRC. The policies and procedures of any District must be in compliance with the by-laws and policies of this corporation and with USSF. Any district that has established local by-laws and policies and procedures must be approved by the SRC before implementation.
7. Notices
 - 7.1. Whenever notice to members is required by these bylaws, unless otherwise provided herein or required by law, it shall refer only to members of the SRC.
 - 7.2. Any notice to a DRA shall be notice to all referees within the DRA's respective District.

ARTICLE VI: BOARD OF DIRECTORS

1. Management of the Corporation/Number of Directors
 - 1.1 The corporation shall be managed by its SRC. The voting members of the SRC shall consist of the following: SRA, SYRA, SDA, SDI, SAC, Treasurer, Chair, and each Districts Referee Administrator.

- 1.2 The actions of the SRC shall not supersede the SRA, SYRA, SDA, SDI, or SAC in areas of authority granted by USSF or its Organization Member. In such cases the vote of the SRC shall be considered a recommendation.
 - 1.3 The number of voting members may be increased or decreased by amendment of the bylaws in accordance with the procedures set forth herein (Article XX)
 - 1.4 The SRC may have non-voting and ex-officio directors in such number as it shall determine to be in the best interest of the corporation.
2. Action by Members without a Meeting (Non-meeting)
 - 2.1 Whenever members of the SRC are required or permitted to take action by vote, such action may be taken without a meeting provided such action and consent thereto is in writing and transmitted by all members entitled to vote thereon. Any member may object to a request for action without a meeting by submitting a written objection upon receipt of the notification that action is requested without a meeting. If any member objects, the action may not be taken without a meeting.
 - 2.2 Votes by electronic means or other methods may be conducted provided that all eligible members are contacted at the e-mail address on file with the corporation.
 - 2.3 Any motion or action requiring a vote of the membership shall be considered passed once a majority of eligible voters have agreed to the passage of the motion or action.
 - 2.4 The resolution consenting to such action shall be placed with the minutes of the meetings of the corporation.
3. Directors Election/Appointment and Terms
 - 3.1. The SRA shall be appointed by the Organization Member for both youth and adult soccer within the jurisdictional territory of the corporation, pursuant to the rules of USSF.
 - 3.2. The SYRA shall be appointed by the Organization Member for youth within the jurisdictional territory of the corporation, pursuant to the rules of USSF.
 - 3.3. The SDA, SDI, and SAC shall be appointed by the SRA, with approval of the Organization Member for adult and youth within the territorial jurisdiction of the corporation pursuant to the rules of USSF, for two (2) year non-concurrent terms.
 - 3.4. The SRA and SYRA terms shall not be concurrent with each other and the SDA and SDI terms shall not be concurrent with each other
 - 3.5. The Treasurer shall be appointed by majority vote of the SRC Executive Committee to a two (2) year term. Such appointment to be made at the August meeting of the SRC Executive Committee to commence the subsequent fiscal year.
 - 3.6. The Secretary may be designated from one of the members of the SRC or an independent person may be appointed to serve as such. An independent person shall not be considered a member of the SRC by virtue of this position. The Secretary will be determined at each meeting or if an independent person is appointed, such appointment shall be made at the August meeting of the SRC Executive Committee to commence the subsequent fiscal year.
 - 3.7. A person may hold more than one elected office at any one time except the SRA and the SYRA unless approved by each Organization Member. Such person may have only one vote.

- 3.8. The term of each DRA shall coincide with the term of the SRA or as established by the SRC Executive Committee.
 - 3.9. The Treasurer, SDA, SYRA and SAC will be elected for new terms on odd years.
 - 3.10. The Chair, SDI, and SRA will be elected for new terms on even years.
4. Remuneration of members of the SRC, if any, shall be fixed by the SRC
 5. Removal/Resignation of Members of the SRC
 - 5.1 Resignation of SRC Members
 - a. Any member of the SRC may resign at any time by giving written notice to the chairperson of the SRC or the SRA.
 - b. The resignation shall take effect upon receipt and formal acceptance shall not be required, unless otherwise set forth in such notice.
 - 5.2 Any of the directors, except as set forth herein, may be removed for cause by an affirmative vote of not less than two-thirds of the entire SRC. Those positions appointed by the Organization Member may only be removed pursuant to the rules of USSF.
 - 5.3 Any member of the SRC may be removed for cause by an affirmative vote of not less than two-thirds of the entire SRC.
 - 5.4 Cause shall include, but not be limited to:
 - a. misfeasance, malfeasance or nonfeasance in any capacity within the corporation
 - b. failure to abide by the by-laws, policies, or procedures of this corporation or USSF
 - c. conduct detrimental to the operation or image of the corporation or acts inconsistent with the purposes of this corporation
 6. Vacancies
 - 6.1 Any vacancy shall be filled by a vote of a majority of the directors then in office, except for positions appointed by the Organization Member, which shall be governed by the rules of USSF.
 - 6.2 A director elected to fill a vacancy shall hold office for the remainder of the term for such director.
 - 6.3 If there is a vacancy for SRA or SYRA, the SRC may recommend to the Organization Member someone to fill that position.
 - 6.4 If there is a vacancy of any position not named in the USSF by-laws, and such is not filled within 60 days; then the SRC shall determine one of the following:
 - a. elect or appoint someone to fill that position
 - b. leave such vacancy vacant
 - c. dissolve the position

7. DRAs

- 7.1. The DRA shall be nominated, by majority vote of the members of each District or by other means if such means are written in the district's by-laws or policies and procedure, and approved by the SRA to serve a two (2) year term. The DRA must be a minimum age of 18 years. Written notice of the vote of the members for DRA shall be sent to the Secretary and placed on file with the Secretary. This notice shall be effective until superseding notice has been filed with the Secretary.
- 7.2. If the nominated delegate is not approved by the SRA, the district members shall return another delegate for approval. If the district is unable to nominate a representative, the SRA shall appoint a member in good standing first within the district to which is being represented or second any member of the corporation in good standing.

8. Directors at Large

Directors at Large shall be appointed by majority vote of the SRC and, unless otherwise set forth herein or by resolution, shall serve a one (1) year term.

9. Ex-Officio Member

- 9.1. Each Organization Member president or delegate shall serve as a non-voting ex-officio member. The president must notify the chair if a delegate is being appointed to serve as a member.
- 9.2. Ex-officio members who are not the president or delegate of an Organization Member may be appointed by a majority vote of the SRC and shall serve a term as determined by the SRC.

10. Committees

- 10.1. The standing committees of the corporation shall be the Executive Committee, Finance/Audit Committee, and Grievance Committee.
- 10.2. The **Executive Committee** shall consist of the SRA, SYRA, SDA, SDI, SAC, Chairperson, and Treasurer. The Executive Committee may act on behalf of the corporation in any matter not prohibited by law or these bylaws when the SRC is not in session. The Executive Committee shall report its actions to the SRC at its next regular meeting, or a special meeting called for that purpose, for ratification of the acts taken on behalf of the corporation, commence or defend litigation in the name of the corporation, institute and negotiate contractual relationships, subject to SRC approval, and consent to enter into such contract, and direct all communications. A simple majority of the members of the executive committee present shall constitute a quorum for the transaction of the business of the corporation or for any specified item of business at such meeting
- 10.3. The **Finance/Audit Committee** shall consist of the Treasurer and a minimum of two (2) people appointed annually by the SRC. The Finance/Audit Committee shall have the responsibility to advise the Treasurer on the financial affairs of the corporation, to review the financial records of the corporation at least annually at year end and assist in the preparation of the next year's budget and any amendments thereto. The Finance Committee shall report to the SRC at its regular meetings.

- 10.4. The **Grievance Committee** once granted authority by the Organization Member shall consist of a minimum of five (5) members appointed annually by the SRC. The Grievance Committee shall appoint one of its members to serve as chairperson. The Grievance Committee shall hear all matters of misconduct in accordance to the policies and procedures of this corporation and the rules and regulations of USSF and is authorized to maintain member discipline, including imposition of suspensions. All decisions shall be based upon a majority vote.
- 10.4.1. No member may participate in any decision that directly or indirectly involves such member. In any such situation, the chairperson of the Grievance Committee shall appoint a person to replace and sit on the Grievance Committee solely for such hearing that involves the member.
 - 10.4.2. The chairperson may not participate in any decision that directly or indirectly involves him or her. In any such situation, the remaining members shall appoint a person to replace and sit on the Grievance Committee solely for such hearing that involves the member. The remaining members shall appoint a chair solely for such hearing that involves the current chair.
 - 10.4.3. Appeals of the decisions of the Grievance Committee shall be made to the Organization Member or committee which has been designated as the Appeals Committee by the Organization Member which holds jurisdiction.
- 10.5. By resolution, the SRC may designate any group of people to serve as an Ad-Hoc Committee to assist the SRC in the performance of its function in any manner not prohibited by law or these bylaws. Any Ad-hoc committee shall serve at the pleasure of the SRC.

11. Attendance at Meetings

Any member of the SRC missing three consecutive meetings without just cause and prior notification shall be deemed to have resigned his or her position.

ARTICLE VII: Meeting Procedure

1. Annual General Meeting

- 1.1. Meetings of the corporation shall be held at the time, place and location as determined by the SRC.
- 1.2. The corporation shall have an annual general meeting of its members.
- 1.3. All members entitled to vote at a meeting or non-meeting may authorize another to act for them by proxy. Notice of vote by proxy must be sent to the Secretary in writing, signed by the SRC member and the proxy. Notice by electronic means is acceptable provided that the email address or other means used to send notice is on file with the corporation.
- 1.4. The notice of vote by proxy must state the meeting or non-meeting to which the vote by proxy applies or the duration of the proxy; not to exceed thirty (30) days.
- 1.5. The vote by proxy will expire at the conclusion of the meeting or non-meeting or the date set forth in the notice not to exceed thirty (30) days.

- 1.6 Special meetings may be called by the SRA, by a minimum of three (3) members of the SRC who have requested the same in writing to the Secretary, or by qualified delegates possessing not less than ten (10%) of the entire voting strength of the corporation who have requested the same in writing to the Secretary. Any request for a special meeting must be accompanied by a proposed agenda setting forth the action to be taken. The Secretary shall cause a notice of the meeting be mailed by first class US Mail or by electronic mail, to the all persons entitled to vote at the addresses set forth on the membership roll of the SRC at least forty-five (45) days before the scheduled date of the meeting. The notice shall state the time, place, date, purpose of the meeting, and include the proposed agenda. The notice shall set forth those who are requesting the special meeting. No other business may be transacted at the special meeting without the unanimous consent of all present.
 - 1.7 A quorum for membership meetings shall be a majority of the number of votes that can be cast pursuant to Article V paragraph 1.4.
 - 1.8 Provided there is a quorum, all decisions of the members shall be by a simple majority vote.
2. SRC (Board of Directors) Meeting
 - 2.1. There shall be a minimum of two meetings of the SRC per fiscal year.
 - 2.2. Regular meetings of the SRC may be held on at least thirty (30) day notice to all members of the time and place of such meeting.
 - 2.3. The SRC shall determine to hold its meetings whether within or outside the State of New York in the best interests of the corporation.
 - 2.4. Each SRC member shall have 1 vote
 - 2.5. A simple majority of the members of the SRC present shall constitute a quorum for the transaction of the business of the corporation or for any specified item of business at such meeting.
 - 2.6. Provided a quorum is present for a meeting or non-meeting, all decisions of the SRC shall be by a simple majority vote.
 - 2.7. All members entitled to vote at a meeting or non-meeting may authorize another to act for them by proxy. Notice of vote by proxy must be sent to the Secretary in writing, signed by the SRC member and the proxy. Notice by electronic means is acceptable provided that the email address or other means used to send notice is on file with the corporation.
 - 2.8. The notice of vote by proxy must state the meeting or non-meeting to which the vote by proxy applies or the duration of the proxy; not to exceed thirty (30) days.
 - 2.9. The vote by proxy will expire at the conclusion of the meeting or non-meeting or the date set forth in the notice not to exceed thirty (30) days.
 - 2.10. A majority of the members present at a regular or special meeting, whether or not a quorum is present, may adjourn any meeting to another time and place.
 - 2.11. Notice of the adjournment shall be given to all members not present and, if the time and place of the adjourned meetings are not announced at the meeting then to all members.

3. Order of Business

The order of business at all meetings, unless altered by majority shall be as follows:

- a. Roll Call
- b. Approval of minutes of preceding meeting
- c. Report of the Treasury
- d. Reports of the Directors
- e. Reports of the Districts
- f. Reports of Committees
- g. Old business
- h. New business
- i. Good of the Organization
- j. Adjournment

ARTICLE VIII: Duties of the SRA

1. The SRA shall be the Chief Executive Officer and President of the corporation. The SRA shall have the authority to appoint all members of committees not otherwise specified to serve and shall serve as ex-officio on all other committees not otherwise specified. The SRA shall also have such powers as provided by USSF.
2. The SRA may serve on each of the Organization Member for youth and adult soccer within the jurisdictional territory of the corporation, pursuant to the rules of USSF and the Organization Members' by-laws.
3. The SRA shall be responsible for the appointment of referees for USASA cups and WNYSA tournaments or any other state or regional tournament sponsored by USSF, USASA, or WNYSA.

ARTICLE IX: Duties of the SYRA

1. The SYRA shall be the First Vice President and shall assist the SRA in his or her duties. The SYRA shall exercise the powers, except those within the exclusive jurisdiction of the SRA as set forth by USSF. The SYRA shall also serve on such committees as herein designated or hereafter determined by the SRC.
2. The SYRA may serve on the Organization Member for youth soccer within the jurisdictional territory of the corporation, pursuant to the rules of USSF and the Organization Member's by-laws.
3. The SYRA shall be responsible to submit to the youth Organization Member the Youth Referee of the Year for both female and male according to the requirements set forth by the Organization Member, USSF, and USYSA.
4. The SYRA shall be responsible for the appointment of referees for NYSWYSA State Cup, ODP, Regionals, and any other state or regional youth tournament sponsored by USSF, USYSA, or NYSWYSA.

ARTICLE X: Duties of the SDA

The SDA shall assist the SRA in his or her duties and shall have oversight responsibility for referee assessments within the jurisdiction of the corporation. The SDA shall serve on such committees as herein set forth or hereinafter determined by the SRC.

ARTICLE XI: Duties of the SDI

The SDI shall assist the SRA in his or her duties and shall have oversight responsibility for referee instruction within the jurisdiction of the corporation. The SDI shall serve on such committees as herein set forth or as hereafter determined by the SRC.

ARTICLE XII: Duties of the SAC

1. The SAC shall assist the SRA in his or her duties and shall have oversight responsibility for the coordination of assignors within the jurisdiction of the corporation. The SAC shall serve on such committees as herein set forth or as hereafter determined by the SRC.
2. The SAC shall not be a lead assignor for any league or competition unless approved by the SRC.

ARTICLE XIII: Duties of the Secretary

The Secretary shall maintain the records of the corporation and shall record all business and attend to all business communications of the corporation.

ARTICLE XIV: Duties of the Treasurer

1. The Treasurer shall have charge of all monies of the corporations and shall keep detailed records of account of all revenue and expenses of any nature. The Treasurer shall submit a statement of the financial condition of the corporation at each regularly scheduled meeting of the SRC.
2. The Treasurer shall maintain a bank account with a local financial institution, as approved by the SRC and sign all checks within the authority granted by the SRC. In the absence of a Treasurer, the Chairperson shall assume the duties, or a person appointed by the SRC.
3. The Treasurer shall have charge of all property of the corporation and account therefore. At the discretion of the SRC, the Treasurer may be bonded in such amount as deemed appropriate by the SRC. Failure to require a Bond shall not be deemed negligence on the part of any director, provided such determination was made in good faith.
4. The treasurer shall have the discretion, subject to approval of the SRC, to allow districts to maintain accounts under the policies and procedures set forth by the state for accountability. Should the treasurer report that a district is not complying with accountability of all revenue and expense or the accounting procedures established by the SRC, then the SRC may revoke that district's right to maintain a separate account and

all revenue and expense will be under the control of the state treasurer on behalf of the SRC.

5. A district that maintains an account or multiple accounts under the policies and procedures set forth by the state for accountability must maintain all accounts with a local financial institution as approved by the SRC. Any district account must place the state treasurer as account holder. The SRC may require any SRC Executive member to be additionally added as an account holder.

ARTICLE XV: Duties of the DRAs

1. The DRAs shall assist the SRA in the registration of referees and the administration of all state and national referee programs (subject to the policies and procedures of this corporation and the direction of the SRA) within his or her appointed District.
2. The DRA shall report on the activities of the District, no less than quarterly, to the SRA or SRC.

ARTICLE XVI: Duties of the Chairperson

1. The SRC shall elect, by majority vote of the SRC members, a chairperson to preside over its meetings. The chairperson shall serve a two (2) year term.
2. In absence of a chairperson, SRA shall preside. If the SRA shall be absent the order of succession, depending upon presence at the meeting shall be SYRA, SDA, SDI, and SAC. Thereafter the chairperson for the meeting shall be determined by a majority vote of those present.
3. The Chair shall be the moderator of the meetings and shall verify the attendance with the Secretary.
4. The Chair shall enforce proper meeting procedures and ensure that the agenda is followed.
5. The Chair shall assist the Secretary in the taking of the minutes and inform the Secretary on the start time and adjournment of the meeting.

ARTICLE XVII: SURETIES/BONDS AND INDEMNIFICATION

1. Sureties and Bonds

In case the SRC shall require, any director or agent of the corporation shall execute to the corporation a bond in such sum and with such surety as the SRC shall direct, conditioned upon the faithful performance of his or her duties to the corporation, including responsibility for negligence, and the accounting for all property and funds of the corporation which come into his or her possession. The corporation may, at its discretion, reimburse such person for any premium or other payments associated with such bond or surety.

2. Indemnification

The corporation shall indemnify any person made or threatened to be made a party to an action or proceeding, except one by or in the name of the corporation, to procure a judgment in its favor, whether civil or criminal, by reason of the fact that the person is or was a director, officer or committee member of the corporation or serves any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise at the request of the corporation and the corporation may advance such person's related expenses, to the full extent allowed by law. The corporation may purchase and maintain insurance to indemnify the corporation, its directors, or committee members to the full extent allowed by law. In no case, however, may the corporation indemnify, reimburse or insure any person for any taxes imposed on such person under Chapter 42 of the Internal Revenue Code, as now in effect as or may be hereafter amended, Further, if at any time the corporation is deemed to be a private foundation with the meaning of Section 509 of the Internal Revenue Code then, during that time, no payment may be made under this Article if the payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941 or Section 4945 of the Internal Revenue Code nor shall there be indemnification for intentional acts of such person outside the scope of the person's authority.

ARTICLE XVIII: LIFE MEMBERS

1. Life Membership may be conferred upon a person who has contributed great and outstanding work in the promotion of the game of soccer through his or her long and faithful service to the officiating of soccer.
2. Life Membership shall be conferred upon a person after he or she has been proposed for such by a unanimous vote of the SRC.
3. Any member of the corporation who has been granted Life Membership by USSF is automatically granted Life Membership within the corporation.

ARTICLE XIX: Conformity to USSF

1. Membership Open

Membership in this corporation shall be open to all soccer referees, players, coaches, trainers, administrators, or individuals interested in the game of soccer, within the territorial jurisdiction of this corporation, who are in good standing and not subject to suspension, in accordance to the bylaws of USSF and this corporation.

2. Non-discrimination

This corporation shall not discriminate against any individual on the basis of race, religion, color, age, gender, or national origin.

3. Governing Effect of USSF

The USSF articles of incorporation, bylaws, policies, rules, regulations and requirements take precedence over and supersede the governing documents and decisions of this corporation and its members to the extent applicable under state law, and the

corporation and its members will abide by those articles, bylaws, policies, rules, regulations and requirements.

4. Associations with Conflicts

The corporation will not join any organization that has requirements that conflict with USSF's articles, bylaws, policies, rules, regulations and requirements.

5. Registration with USSF

The corporation shall annually register all of its referees, assessors, instructors, and assignors as may be required, with USSF and pay all fees due USSF on a timely basis.

6. Interplay

The corporation and its members will abide by USSF articles, bylaws, policies and requirements on interplay.

7. Annual Report to USSF and National State Associations

The corporation shall make available to USSF upon request an annual report on the activities of the corporation and current financial statements. Such will also be provided upon request to the Organization Members within its jurisdiction.

8. Submission of Documents

The corporation will provide to USSF, as required, copies for the corporation's Articles of Incorporation, Bylaws and other governing documents and make available any changes to USSF. Copies of these documents will be made available to the corporation's members. Posting of the most recent by-laws on a publicly accessed system or a system which is available to all members of the corporation shall constitute as being made available to all of the corporation's members.

9. Grievances and Appeals

The corporation will abide by all rules and regulations as set forth by USSF.

10. Tax-Exempt Status

The corporation shall maintain its tax-exempt status under the Internal Revenue Code and laws of the State of New York.

11. Policies Against Abuse

The corporation shall abide by policies prohibiting sexual and physical abuse, as established by USSF and the Organization Members within its jurisdiction; except to the extent such would violate federal, state, or local law.

12. USSF Oversight

The corporation shall allow USSF to review the documents and procedures of the corporation, on request of USSF to determine compliance with the bylaws and articles of USSF.

ARTICLE XX: Corporate Seal

The corporation's seal shall be maintained by the SRA.

ARTICLE XXI: Amendments

1. Amendments to the bylaws by Members of the Corporation

- 1.1. The bylaws may be amended by petition of 20% of non-voting members of the corporation or by petition of a district through its DRA to the SRC. Any proposed amendments to the bylaws must be filed with the Secretary not more than ninety (90) days and not fewer than forty-five (45) days prior to the Annual General Meeting. Notice of the proposed amendment and the text thereof shall be included in the notice of the meeting sent to the membership as set forth hereinabove.
- 1.2. Adoption of the proposed amendment to the bylaws shall require an affirmative vote of at least two-thirds of the voting members.

2. Amendment by the Board of Directors

- 2.1. Bylaws may also be amended by members of the SRC. A motion to amend, duly seconded shall be tabled for vote until the next Annual General Meeting. Notice of the proposed amendment and the text thereof shall be included in the notice of the meeting sent to the membership as set forth hereinabove.
- 2.2. Adoption of the proposed amendment to the bylaws shall require an affirmative vote of at least two-thirds of the voting members.

3. Amendments of the Articles of Corporation

- 3.1. The Articles may be amended by petition of 20% of non-voting members of the corporation or by petition of a district through its DRA to the SRC.
- 3.2. The Articles may also be amended by members of the SRC. A motion to amend and duly seconded shall be tabled for vote until the next Annual General Meeting.
- 3.3. Written notice of the proposed amendment and the text shall be provided to the members of the corporation no more than ninety (90) days and not fewer than five (45) days prior to the Annual General Meeting. Notice may be submitted by U.S. mail or by electronic means.
- 3.4. The amendment shall be adopted upon affirmative vote of at least two-thirds of the voting members.
- 3.5. The proposed amended shall remain proposed until two-thirds of the membership of the corporation adopt by affirmation. If the two-thirds affirmative vote is not gained and two years from when initially proposed has elapsed, the proposed amendment fails.

ARTICLE XXII: Disclosure

1. It is the responsibility of each person, upon knowledge of any violation of these by-laws, polices of the corporation, or any situation which could potentially be in violation of the by-laws or policies of the corporation to report all relevant facts to the SRC.
2. It is the responsibility of each person, upon knowledge of any violation of the by-laws or polices of USSF, or any situation which could potentially be in violation of the by-laws or policies of USSF to report all relevant facts to the SRC.
3. Any disclosure or notice required by these by-laws shall be made by giving written notice to the SRA or Chairperson.

ARTICLE XXIII: Matters not provided For

All matters not provided for by these by-laws will be determined by the SRC in the Policies and Procedures, SRC minutes, or by resolution.

ARTICLE XXIV: Severability

If any part of these by-laws is found in any action, suit or proceeding to be invalid or ineffective, the validity of the remaining parts shall not be affected.

ARTICLE XXV: Construction

1. Headings/Conflicts
 - 1.1. Headings in these bylaws are for convenience only and not for use in interpretation of any provision nor shall the same limit or expand any provision of the bylaws.
 - 1.2. If there is a conflict between the Articles of Incorporation and these bylaws, the Articles shall govern.