

Constitution and Bylaws of the Triangle Soccer Officials' Association

Version 1.0 as Adopted October 6th, 2012

Article I: Name, Contacts, References, Construction:

Section 1: The name of this organization is the "Triangle Soccer Officials Association", hereinafter identified as "the Association" in this and other governing documents of the Association.

Section 2: The Association is incorporated under the North Carolina Nonprofit Corporation Act, and the Executive Director is the Registered Agent of the Association.

Section 3: The place of business of the Association is the physical office of the Executive Director, or any other physical location within the State of North Carolina which the Association may define from time to time.

Section 4: The full names enumerated in this Section are equivalent to their matching abbreviated names, and vice versa, throughout this and other governing documents of the Association:

(A) The "North Carolina High School Athletic Association" is the "NCHSAA".

(B) The "National Federation of High Schools" is the "NFHS".

(C) The "Constitution and Bylaws" is the "Bylaws".

Section 5: Other governing documents of the Association such as Special and Standing Rules or a Code of Ethics may be appended to electronic or paper renditions of this document for ease of reference but are not included in the Constitution and Bylaws of the Association.

Article II: Purpose: The Association provides competent, professional soccer officiating for interscholastic secondary-school games, scrimmages, tournaments, and similar or related events within the environs of the Triangle Region of the State of North Carolina, and:

(1) Performs as the regional soccer officials association to which the NCHSAA has delegated the authority to serve the area's secondary educational institutions.

(2) Serves independent schools and conferences in the equivalent service area, as needed.

(3) Provides soccer officiating for related events outside the regional service area, as required.

(4) Maintains and improves the quality, proficiency, and high ethical standards of high-school soccer referees in the region.

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- 30 (5) Provides Members with annual (or more frequent) training on the applicable soccer rules
31 as adopted by the governing bodies, as well as periodic physical fitness and insurance
32 information which may protect the Member against physical or financial loss.
- 33 (6) Supports, whenever possible and appropriate, related soccer officiating within the realms
34 of club and intercollegiate sports authorities, cooperating or collaborating towards
35 common goals in so far as they are consistent with the bylaws of the organizations.
- 36 (7) Establishes and maintains high public confidence that the Members of the Association
37 promote and provide safe and fair soccer officiating by:
- 38 (a) Operating with high ethical standards both on and off the field of play,
- 39 (b) Appropriately, honestly, fairly, and consistently applying NFHS soccer rules, NFHS
40 interpretations, modifications and additions to the rules issued by the NCHSAA, and
41 properly modified rules for jamborees and tournaments according to policies and
42 instructions issued by the relevant competition authorities, organizers, booking agents
43 or assignors, and school officials.
- 44 (c) Completing and filing match reports promptly, and providing urgently required
45 written statements such as explanations of send-offs or other adverse incidents
46 promptly and professionally,
- 47 (d) Fairly evaluating one's own performance in any position or role as a sports official,
48 and then taking steps to improve performance as needed and appropriate,
- 49 (e) Becoming and remaining cognizant of hazards to participants and other sports
50 officials, and
- 51 (f) Acting within established practices and policies to negate or mitigate known risks
52 before, during, and after events.
- 53 (8) Maintain and improve player, coach, and spectator awareness and appreciation for NFHS
54 soccer rules and interpretations, NCHSAA rules interpretations and instructions, referee
55 fitness, appropriate, professional, and clean attire, and relevant game and administrative
56 procedures and policies.
- 57 (9) Recruit, train, and mentor a steady supply of new and current soccer referees so as to
58 ensure a cadre of soccer officials ready to serve the needs of the region by:
- 59 (a) Providing or engaging in organized or *ad hoc* educational opportunities,
- 60 (b) Facilitating or participating in formal or informal assessments,
- 61 (c) Observing and constructively reporting on the performance of other soccer referees,
- 62 (d) Raising the prospect of soccer officiating for the Association among non-high-school
63 soccer referees, and

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64 (e) Identifying and referring prospective high-school soccer referees to the Association.

65 (10) Promote and participate whenever possible in related programs and events in which
66 capable, proficient soccer refereeing is a valuable contribution toward the success of
67 projects that provide value to the community, the Association, the schools, soccer groups
68 in the service area, or their superior organizations.

69 **Article III: Membership:**

70 **Section 1:** A Member of the Association is an individual who:

71 (A) Desires to provide high-quality soccer officiating for schools in the service area,

72 (B) Meets the requirements set by the NCHSAA, the NFHS, and the Association to provide
73 service at a specific level of play or within a specific group of schools or athletic conferences,

74 (C) Is properly registered with the NCHSAA, the NFHS, and the Association, as required,

75 (D) Has paid (or made his or her intention to pay) all requisite fees and deposits, and has filed or
76 provided any requested forms, contact details, or other relevant information (or made his or
77 her intention to comply with the request(s) as soon as reasonably possible),

78 (E) And has been acknowledged and accepted as a member by the Association.

79 (F) However, no one will be deprived of ongoing membership in the Association solely due to
80 one's account being in arrears unless the Member has been suspended for the same via proper
81 application of the rules and procedures of the Association.

82 **Section 2: Active Member:** An Active Member is a Member who participates in the purposes and
83 business of the Association on a regular basis, officiates games or performs other related duties as
84 instructed by the Executive Director or the Association when possible and feasible, accepts and
85 declines assignments reasonably promptly, maintains his or her registrations, certifications, and
86 payments on a timely basis, and attends duly announced clinics, workshops, and other suggested
87 events as much as possible.

88 **Section 3: Resignation:** Any Member may resign at any time and place by communicating the
89 request to the Association's Officers or the Executive Director in written form. Transmission by
90 email, FAX, or other electronic means shall be accepted and considered equivalent to a signed
91 letter on paper if the recipient is reasonably convinced that the message is authentic and
92 legitimate. Resignation is effective when the request is approved by the Association unless the
93 request specifies a later date or time that the resignation is to take effect and the Association
94 agrees with the delayed effective time or date.

95 **Section 4: Suspension:** The Association may suspend the membership of any Member who has
96 failed to meet the requirements of the Association to maintain current membership. Suspension
97 may be removed when the requirements are met.

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98 **Section 5: Administrative Termination:** The Association may terminate, with notice, the
99 membership of any Member who has been in suspended status for more than one year, and may
100 terminate, without notice, the membership of any Member who has been in suspended status for
101 three years or more.

102 **Section 6: Disciplinary Termination:** The Association may terminate the membership of any
103 Member through the application of disciplinary policies and procedures stated elsewhere herein
104 or in other governing documents of the Association included by reference.

105 **Section 7: Status of Terminated Memberships:** An individual whose membership has been
106 terminated is no longer a Member of the Association.

107 **Section 8: Banishment:** The Association may prohibit future membership for exceptionally
108 egregious violations of applicable and relevant rules, policies, regulations, or laws, but only via
109 proper application of the disciplinary procedures and a distinct declaration to banish the Member.

110 **Section 9: Reinstatement:** Any former Member may apply for reinstatement if the applicant meets
111 all of the current and intervening requirements and obligations, pursuant to any relevant rules or
112 policies set by the Association, except that a former Member who was banished may never be
113 reinstated to membership of any kind in the Association or successor organizations.

114 **Section 10: Obligations:** Resignation and Termination do not relieve any former Member of prior
115 obligations or duties, financial or otherwise, unless specifically waived by the Association.

116 **Section 11: Independent Contractor Status:** Members of the Association are engaged for all
117 officiating assignments as Independent Contractors. Although assignments are made as equitably
118 as possible, there is no guarantee regarding the quantity, types, levels, or locations of assignments
119 made to any Member. Members shall have, notwithstanding the foregoing, the right to expect
120 that all assignments are made in good faith and within the principles of fair dealing.

121 **Section 12: Release from Liability:** Members of the Association hold the Association harmless and
122 free from liability for any injury or damage incurred during the officiating of any assignment by
123 this Association and any event organized or held under the purview of the Association or superior
124 organizations.

125 **Section 13: Other Classes of Membership:** The Association may institute or rescind other classes
126 of membership with full or limited privileges.

127 **Article IV: Board of Directors:** Management of the Association's affairs between Meetings and long-
128 term oversight of the management of the Association are entrusted to the Board of Directors.

129 **Section 1:** The total number of members of the Board of Directors is eight, one of whom is the
130 Executive Director.

131 **Section 2:** Board Members enter service in two ways: Three of the Board Members and the Executive
132 Director are appointed, and the remaining four Board Members are elected by the full
133 Membership of the Association.

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134 (A) The Executive Director is selected via a process negotiated between the Association and the
135 relevant superior organization under whose authority the Association assigns officials.

136 (B) The other three appointed members of the Board of Directors are nominated by the Executive
137 Director and approved by the remaining Board Members.

138 (C) The other four Board Members are nominated by the Nominating Committee, by petition by
139 the Members, or from the floor at the Annual Meeting. They are elected by:

140 (1) a plurality vote of the Members in attendance at the Annual Meeting, or

141 (2) a plurality vote of the entire Membership when a ballot vote is conducted by mail, email,
142 or another electronic method.

143 (D) Elections to the Board of Directors are made by ballot vote, except that if the number of
144 nominees is no greater than the number of available positions subject to election, a motion to
145 accept the current slate of nominees, as presented, may be made by voice vote.

146 **Section 3:** Elected members of the Board of Directors must be Members of the Association.

147 **Section 4:** Each Member of the Board of Directors other than the Executive Director serves a two-
148 year term or until his or her successor is named, qualified, and assumes the office. The terms of
149 service shall be staggered such that half of the terms end each year.

150 (A) Two appointed positions alternate terms of service with the remaining appointed position.

151 (B) Two elected positions alternate their terms of service with the other two elected positions.

152 (C) If the positions which expire in a given year have not been defined – for example, but not
153 limited to, circumstances in which more than half of the entire Board of Directors has been
154 replaced or the Association is in its first year of operation – then the Board Members decide
155 among themselves using whatever equitable methods they may determine are appropriate.

156 (D) If the Board fails to determine which positions expire in any given year, then the positions
157 which expire are drawn by lot.

158 **Section 5:** Members of the Board of Directors other than the Executive Director serve no more than
159 four consecutive terms.

160 (A) A member of the Board of Directors who has served the maximum number of terms must
161 wait one full term before resuming service as a Board Member.

162 (B) For purposes of calculating the number of terms of service, any Board Member who has
163 served more than one-half of a term is considered to have served one complete term.

164 **Section 6:** In the event of a vacancy of an elected position on the Board of Directors, the Nominating
165 Committee names a replacement to serve the remainder of the vacated position subject to
166 approval by the Board. If the vacancy is an appointed position, the Executive Director names a
167 replacement to serve the remainder of the vacated position subject to approval by the Board.

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168 **Section 7:** Meetings of the Board of Directors are called by the President, the Executive Director, or
169 upon request by any two members of the Board of Directors.

170 (A) Meetings of the Board must be convened at least twice annually, either in-person or
171 electronically, using whatever means that the board determines is satisfactory.

172 (B) At least two Board Meetings must occur in different quarterly time periods (as defined by the
173 parliamentary authority).

174 (C) The Executive Director may be the presiding officer *pro tem* for a Board Meeting with the
175 consent of the Board of Directors.

176 (D) The quorum for a Meeting of the Board of Directors is a simple majority of the current
177 membership of the board.

178 (E) The agenda for regular Meetings of the Board of Directors may be set by consensus, but the
179 agenda for a Special Meeting is defined in the call for the Meeting and cannot be altered
180 except to address matters related to procedural issues and conduct of the Meeting itself.

181 **Section 8:** Consistent with the “Amendment” and “Parliamentary Authority” articles in these Bylaws,
182 the Board of Directors adopts such additional rules or modifies such existing rules as it deems
183 necessary to the conduct of business of the Board of Directors, committees, and the Association
184 itself so long as they do not conflict with any specific provisions of these Bylaws and any
185 mandatory requirements imposed by superior organizations, regulatory bodies, and the law.

186 (A) Committees, subcommittees, and working groups of the Board of Directors or the
187 Association may likewise adopt rules germane to the business of the committee under the
188 same conditions as this section, above.

189 (B) Special and Standing Rules of the Association and other governing documents of the
190 Association, if any, may be enumerated or codified in one or more appendices to the Bylaws
191 for ease of reference, but are not contained within the Bylaws.

192 (C) In the event of an emergency consistent with the definition and guidance provided by the
193 North Carolina Non-Profit Incorporation Act – i.e., the existence of a catastrophic condition
194 hindering or preventing the ability of the Association or the Board of Directors to meet – the
195 quorum for a Meeting of the Board of Directors is reduced to three (3), advance notice may
196 be made using whatever method of communication is practical under the circumstances and
197 likely to produce a quorum, and the period for advance notice is reduced to twenty (20)
198 hours, except that in no circumstance shall a Meeting of the Board of Directors be called and
199 convened in a state of emergency to address any Association business which could be
200 postponed until after the factors contributing to the emergency situation have subsided.

201 **Article V: Officers:**

202 **Section 1:** The Officers of the Association are the President, Vice-President, Secretary, Treasurer,
203 and Executive Director.

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- 204 (A) The Officers are members of the Board of Directors of the Association.
- 205 (1) The assignments for all officer positions except the Executive Director are determined by
206 the Board of Directors whenever any members of the Board of Directors except the
207 Executive Director have been elected or have been appointed and approved.
- 208 (2) Each Officer serves a one-year term, or until his or her successor is named, qualified, and
209 assumes the office.
- 210 (3) No Officer may serve in more than one position.
- 211 (4) No Officer except the Executive Director may serve more than four consecutive terms in
212 the same office, and may not return to service in the same office again until two
213 additional terms have elapsed.
- 214 (B) If a vacancy occurs in any office, the Board of Directors determines a replacement as soon as
215 possible at the next or subsequent regular Meeting of the Board of Directors.
- 216 (1) A vacancy may be filled at a properly-called Special Meeting of the Board of Directors or
217 at adjourned meetings thereof, if necessary.
- 218 (2) The newly-seated Officer serves the remainder of the term of the vacated office.
- 219 (C) For purposes of calculating the number of terms of service, an Officer who has served more
220 than one half of a term is considered to have served one full term.
- 221 **Section 2: The President** is the Chief Executive Officer of the Association, and:
- 222 (A) Authorizes the receipt or distribution of funds on behalf of the Association, signs checks and
223 contracts, speaks on behalf of the Membership as an Association, and represents the
224 Association officially, formally, and socially.
- 225 (B) Presides over all Meetings of the Association and all Meetings of the Board of Directors, but
226 may delegate presiding duties to others at various times as necessary or desired.
- 227 (C) Is ultimately responsible for ensuring that all other Officers, Board Members, committee
228 chairs, and employed staff perform their duties as required and expected. The President
229 keeps the Board and other Officers, the chairs of all committees, and the full Membership
230 fully and appropriately informed. The President is ultimately responsible for seeing that the
231 Association maintains its obligations and operates effectively and profitably within applicable
232 laws, regulations, requirements and agreements. The President protects the rights of the
233 Members holding a minority opinion in any particular topic while also seeing that
234 Association acts in unison according to the majority opinion.
- 235 (D) Is a member *ex officio* of all other committees and subcommittees except the Nominating
236 Committee, any Audit Committee or Review Committee, and any Disciplinary Committee or
237 special investigative committee.

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238 **Section 3: The Vice-President** performs all the duties and responsibilities of the President in the
239 absence or incapacity of the President, and:

240 (A) Directs the activities of all committee chairs and provides primary liaison between such
241 committees and the Board of Directors unless the description of the committee is specifically
242 stated otherwise in these Bylaws or other governing documents of the Association, or unless
243 it is stated otherwise in the action creating the committee, or modified by the Board of
244 Directors at some later time.

245 (B) Performs any other duties as assigned or directed by the President.

246 **Section 4: The Secretary** is responsible for the communications of the Association, generating the
247 official record and archive of the activities of the Association, and:

248 (A) Attends all Meetings of the Association and the Board of Directors, or ensures that essential
249 secretarial duties are executed by a replacement in his or her absence.

250 (B) Issues or sees to the issue of all calls to meetings, all announcements of the Association, and
251 all advertisements, public service announcements, and public offers made on behalf of the
252 Association.

253 (C) Records all votes, actions, and minutes of all proceedings of the Association and the Board of
254 Directors, and performs similar duties for other committees if required.

255 (D) Conducts and certifies all votes and election results, and directs the appointments and
256 operations of vote tellers, teller captains, sergeants-at-arms, clerks of meetings, and any other
257 staff, whether volunteer or compensated, charged with facilitating meetings of the
258 Association.

259 (E) Makes available all minutes, membership lists, and other documents to the relevant parties as
260 necessary and required by law, regulation, these Bylaws, or other governing documents of the
261 Association.

262 (F) Safely keeps and protects the seal of the Association (if any) and affixes it to any documents
263 or other instruments as instructed by the Board of Directors or the President. The Secretary
264 signs, with the President, all contracts, agreements, statements, and instruments of the
265 Association as authorized by the Board of Directors, and sees to the safekeeping of the same.

266 (G) Sees to the collection and archival of all other documents, records, electronic media,
267 photographs, awards, and memorabilia.

268 (H) Ensures that all communications media needed by the Association for any purpose – web
269 pages, web conferencing facilities, telephone conferencing systems, email, and so forth – are
270 available and provide appropriate service as desired or required by the Association.

271 (I) Performs other duties as assigned or directed by the President.

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272 **Section 5: The Treasurer** is the Chief Financial Officer of the Association, ultimately responsible
273 for the proper and lawful receipt, disbursement, investment, safeguarding, and accounting of all
274 funds, securities, and property owned by or placed into the stewardship of the Association, and:

275 **(A)** Maintains custody or sees to the custody of Association funds, depositing them and other
276 valuables in the name and credit of the Association into depositories designated or approved
277 by the Association.

278 **(B)** Disburses funds and property as ordered or approved by the Association up to the total
279 amount shown in an approved budget upon the order of the President or the Executive
280 Director and the committee chairman or Officer under whose direction a particular budget
281 item is administered.

282 **(C)** Prepares disbursement checks and, with one of the President, the Vice-President, the
283 Secretary, or the Executive Director, signs disbursement checks.

284 **(D)** Prepares financial statements or sees to the preparation of financial statements annually for
285 review and evaluation by the Membership, and more frequently for the President, the Board
286 of Directors, and the Audit Committee as instructed by them or by the Association.

287 **(E)** Prepares budgets or sees to the preparation of budgets, requesting information from and
288 consulting with affected parties, proposing and negotiating categories and assigned
289 allotments, submitting budgets for approval, and monitoring and ensuring receipts and
290 expenditures match allotments and the purposes of the respective categories.

291 **(F)** Advises the President regarding the financial affairs of the Association.

292 **(G)** Directs the financial activities of the Association in regard to any special fundraising
293 activities or events.

294 **(H)** Is a member *ex officio* of the Finance Committee (if any), provides liaison between the Board
295 of Directors and the Finance Committee, and chairs the Finance Committee if necessary.

296 **(I)** May **not** be a member of the Audit Committee.

297 **(J)** Performs other duties as assigned or directed by the President.

298 **Section 6: The Executive Director** is responsible for managing the day-to-day operations of the
299 Association, and

300 **(A)** Functions as the Chief Assignor or Booking Agent for the Association, and is recognized by
301 the NCHSAA as the Regional Supervisor of Officials for soccer.

302 **(B)** Meets all requirements of the applicable superior organizations to serve as an assignor.

303 **(C)** Audits, corrects, and otherwise supervises:

304 **(1)** The compliance by Members to requirements imposed by the Association and superior
305 organizations.

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- 306 (2) Compliance by the Association to requirements imposed by superior organizations,
307 regulatory agencies, and government authorities.
- 308 (D) When authorized or directed by the President or the Treasurer, receives, disburses, deposits
309 for safekeeping, or invests funds and other real property on behalf of the Association, and
310 likewise, as authorized or directed, participates in the procurement and management of
311 financial accounts associated with such activities.
- 312 (E) May **not** be a member of the Audit Committee, if any, but satisfies all reasonable requests for
313 information made by the Audit Committee or ensures that such requests are referred to the
314 appropriate Officer or party.
- 315 (F) When authorized or directed by the President or the Secretary, enters into contracts and
316 agreements, whether verbal, written, or electronic, with various parties for any business
317 involving the Association, and likewise, as authorized or directed, signs contracts and
318 agreements as agent for or representative of the Association, including affixing the Seal of the
319 Association, if any.
- 320 (G) As delegated by relevant Officers of the Association or the Board of Directors in general,
321 solicits, negotiates, engages, or otherwise procures the services of full-time, part-time, or
322 contract employees working for the Association, and agents on retainer or volunteers working
323 on behalf of the Association.
- 324 (H) Nominates appointees to serve unfinished or newly opened positions on the Board of
325 Directors and committees, including the Nominating Committee, Audit Committee, and
326 Disciplinary/Grievance Committee, if any, subject to approval by the Board of Directors and
327 the Members as defined elsewhere in this and other governing documents of the Association.
- 328 (I) Upon request by one or more affected parties or individuals, promptly and appropriately
329 communicates any matter regarding disciplinary, grievance, or assessment issues to the
330 relevant Officer, agency, or committee for review and action, including activation of a
331 standing but inactive committee charged with addressing such an issue.
- 332 (J) Manages or directs the work of subordinate assignors, if any, employed or engaged by the
333 Association.
- 334 (K) Negotiates agreements with schools, organizations, and events in the region needing or
335 requesting soccer officials, and collects and deposits the related fees and compensation.
- 336 (L) Solicits, receives, and manages seasonal information regarding available referees willing to
337 officiate in events under the purview of the Association, including, but not limited to,
338 booking fees, availability schedules, contracts, risk management clearance, and liability
339 insurance registrations.
- 340 (M) Manages or sees to the management of web and email accounts (and similar related electronic
341 accounts) for officials enrolled by the Association, whether directed by the Association or by
342 superior organizations of the Association.

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343 (N) Receives, reviews, and forwards all orders, decisions, interpretations, rule changes, or other
344 similar statements (including comments on the above) to the Members and any other relevant
345 parties.

346 (O) Serves as the main contact internally and externally on behalf of the Association, and serves
347 as the authorized public communications representative of the Association on all matters
348 except when such representation or communication would be contrary to any relevant policy,
349 direction, or principle of the Association, superior organizations, or expected appropriate
350 conduct of an Assignor/Supervisor of Officials at an equivalent level.

351 (P) Ensures the fair and impartial assignment of referees to games, meeting or exceeding best
352 common practices for soccer assignors.

353 (Q) Sees to the proper identification and vetting of items to be included and maintained in the
354 Association's Standing Rules such as, but not limited to, annual booking fees, dress code, and
355 policies for arriving at and departing from the game venue.

356 (R) Functions as the Registered Agent for the Association for purposes of registering as a non-
357 profit corporation with the State of North Carolina's Secretary of State.

358 (S) Performs other duties as assigned or directed by the President or the Board of Directors.

359 **Article VI: Meetings of Members:**

360 **Section 1: Annual Meeting:** The Members shall convene at least one Meeting annually between
361 June 15 and September 15, inclusive, at a specific time and place to be determined by the Board
362 of Directors or the Executive Director and communicated at least thirty (30) days in advance by
363 mail, email, phone, web page announcement, or some other similar method.

364 (A) Notice shall be communicated to all Members of record at the time of such notice plus any
365 such prospective members who are expected to become active Members before the Annual
366 Meeting of the following year. However, any attendees who are not members of record at the
367 time and date the Meeting convenes may attend only as approved guests and are subject to
368 the constraints imposed on guests described elsewhere in these Bylaws.

369 (1) Permission to attend any meeting of the Members of the Association (Annual Meeting or
370 otherwise) is approved *a priori* upon the oral, written, or electronic communication of an
371 invitation issued by the Executive Director, the President, or the Vice-President.

372 (2) Notice may be communicated to other interested persons by the Board of Directors, and
373 permission to attend as guests is *a priori* provided by such an invitation to attend.

374 (B) The Annual Meeting may be collocated and coincident with a clinic meeting specified or
375 required by the NCHSAA or other superior authority, but if multiple clinics are scheduled for
376 the same time but in different locations to facilitate attendance by a greater number of
377 Members or over a wider area within the region, then only the assembly at one of the
378 locations (hereinafter called the Primary Meeting and whose time, date, and location is
379 identified as such in the call for the Meeting) will be the Annual Meeting.

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380 (C) Gatherings of Members at one or more alternate locations at the same date and time as the
381 Primary Meeting may be included in the Annual Meeting if audio, video, or web
382 conferencing capabilities (or the equivalent) are functioning such that all of the participants
383 can hear or see or be heard or be seen simultaneously, thus ensuring the essential basic
384 functionality and character of a deliberative assembly. In such a circumstance, the Members
385 at the Secondary Meeting locations are included in any quorum counts, votes, debates,
386 motions, and so on, as if the Members were physically present in the Primary Meeting
387 location.

388 **Section 2: Special Meeting:** The Board of Directors or Executive Director shall schedule, announce,
389 and convene a Special Meeting of the Membership via action by the President, the Executive
390 Director, any two members of the Board of Directors, or upon receipt of a credible petition made
391 by at least one twentieth of the Membership and communicated in written form by mail, email,
392 web page, or other similar method at least ten days in advance.

393 (A) The purpose of the Meeting and business to be transacted therein must be specified and
394 included in the petition and subsequent notice to be transmitted to the Members and only that
395 business may be transacted at the specific Meeting.

396 (B) Oral petitions will not be accepted except as a regular process exercised according to the rules
397 of order within an existing Meeting of the Members.

398 **Section 3: Notice for Adjourned Meeting:** The call for an adjourned meeting is not required when
399 such notice is obvious by the actions in the Meeting to be adjourned.

400 **Section 4: Quorum:** The quorum for Member Meetings shall be one quarter of the Membership.

401 (A) Suspended Members are Members in fact and may participate fully, but are expected to
402 recuse themselves from any business affecting their suspended status.

403 (B) Individuals who have resigned or whose membership has been terminated are no longer
404 Members of the Association, and thus are not included.

405 (C) Guests can attend and may participate in debate and discussion if authorized by the Board of
406 Directors or the Executive Director and if the presiding officer permits it, but cannot vote nor
407 initiate any motion. Depending on the nature or conduct of business before the assembly,
408 guests may be asked to leave, either temporarily or for the remainder of the Meeting.

409 (D) The decisions and actions of the Membership in a properly called Meeting at which a quorum
410 is present are the decisions and actions of the full Association.

411 **Section 5:** The proposed agenda for regular Meetings is included in the call for the Meeting and may
412 be adopted as presented or amended by consensus. The agenda for Special Meetings is set as
413 defined in the call for the Special Meeting and cannot be amended.

414 (A) A two-thirds vote is required to amend an agenda adopted in a regular Meeting.

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415 **Section 6:** All Meetings of Members must be convened in a venue (or a combination of venues linked
416 by two-way communications methods providing immediate two-way dialog such that all
417 participants can hear and be heard (or see or be seen) by all other participants) with individual or
418 combined accommodations sufficient to establish a quorum.

419 **Section 7:** Members unable to attend may assign a proxy for the duration of the specific Meeting, but
420 it must be communicated in written form via mail, email, or some other similar method such that
421 the Officers of the Association are convinced of the message's authenticity and legitimacy.

422 (A) Proxies can only be held by other Members in good standing.

423 (B) Proxies cannot be delegated nor reassigned to another Member by the proxy holder. Proxies
424 can only be assigned by the original Member.

425 (C) Attending Members holding one or more proxies must make their status known to the
426 presiding officer and clerk/secretary or Executive Director before the Meeting convenes or as
427 soon as possible after the Meeting commences. Proxy holders may be asked to sit in certain
428 areas to facilitate the proper counting of proxy votes.

429 **Section 8:** Speaking in debate is limited to five minutes. Speakers may speak again an unlimited
430 number of times, except that Members who have not yet spoken on a specific issue are given
431 priority over Members who have previously spoken on the same issue.

432 **Section 9: Other Meetings:** The Board of Directors or the Executive Director may convene other
433 Meetings of the Members, including establishing Member Meetings at regular intervals between
434 Annual Meetings, so long as the additional Meetings do not conflict with nor complicate the
435 Annual Meeting and clinic, and the action is consistent with these Bylaws, legal or regulatory
436 requirements, Special or Standing Rules of the Association, and applicable rules of order.

437 **Section 10: Action Taken Without a Meeting:** Any action required or permitted at a Meeting of
438 Members of the Association, a Board Meeting, or the meeting of any committee or working
439 group of the Association may be taken without a meeting if the action is taken by all of the
440 members entitled to vote on the action and if written consent is provided.

441 (A) Written consent may be made by electronic means if credible to the recipients. Instructions
442 for voting such alternative means must be provided.

443 (B) Such action when successfully taken has the same power and effect as that made in a
444 Meeting, and is recorded as such in the minutes.

445 (C) The record date of the action is the date of the first signed consent by any member.

446 (D) The deadline for receiving votes on any action taken without a Meeting is the later of thirty
447 days after such notice is made and two weeks after specific content of such action is made
448 available to all members eligible to vote on the matter.

449 (E) Unless otherwise specified in the notice, the deadline expires at 11:59PM local time on the
450 date stated in the notice.

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451 **Article VII: Committees of the Association:**

452 **Section 1: The Nominating Committee** is responsible for ensuring that the names of qualified,
453 willing individuals are put forth in consideration for service on the Board of Directors and any
454 open or newly created office or committee position.

455 (A) The principle duty and occasion for invocation of the Nominating Committee is to address
456 the annual elections or appointments of Board Members and Officers, but the committee may
457 be called into service to address any vacancy, as necessary or indicated, including but not
458 limited to leadership development within the Association and functioning as a search
459 committee to replace the Executive Director, in collaboration with superior organizations
460 charged with that task, if necessary.

461 (B) The Nominating Committee consists of at least three (3) and not more than five (5) Members
462 of the Association, except that, subject to approval by a majority of the full Board of
463 Directors in office at the time or a majority of the Members of the Association attending a
464 duly-called Meeting, one member of the Nominating Committee may be a non-member of the
465 Association appointed by the President or the Executive Director, and such an appointment
466 must be approved in a similar manner as Member appointees as described in this article.

467 (C) Appointments to the Nominating Committee are approved by a majority of the full Board of
468 Directors in office at the time or a majority of the Members of the Association attending a
469 duly-called Meeting.

470 (D) Neither the President nor the Executive Director may be members of the Nominating
471 Committee, and furthermore must avoid unduly influencing the deliberations and decisions of
472 the committee while simultaneously providing sufficient input to the committee to ensure it
473 completes its tasks successfully.

474 (E) If not specified in the motion activating the Nominating Committee, the Chair and Vice-Chair
475 of the Nominating Committee shall be determined by the members of the Nominating
476 Committee.

477 **Section 2: The Audit Committee** is responsible for reviewing and validating the financial status and
478 affairs of the Association.

479 (A) The Audit Committee is composed of three (3) Members of the Association in good standing
480 who have an interest in investigating and certifying the financial status of the Association.

481 (B) Neither the President nor the Executive Director nor the Treasurer of the Association may be
482 members of the Audit Committee.

483 (C) The Chair of the Audit Committee is nominated by the Board of Directors and approved by
484 the Executive Director, or nominated by the Executive Director and approved by the Board of
485 Directors.

486 (D) Remaining members of the Audit Committee are nominated by the Chair of the Audit
487 Committee and approved by the Board of Directors or the Executive Director.

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- 488 (E) The quorum of all meetings of the Audit Committee is three (3).
- 489 (F) Prior to the last quarter before the Annual Meeting of the Association, the Audit Committee
490 meets to initiate an annual review of the financial status of the Association. Subsequent
491 meetings are conducted by whatever medium is necessary to complete the committee's work
492 in advance of the Annual Meeting.
- 493 (G) The President of the Association ensures that the Audit Committee receives from the
494 Treasurer, the Executive Director, or any other office or agency whatever records or
495 information are needed to produce a valid, complete report.
- 496 (H) The Audit Committee delivers a report at the Annual Meeting of the Association including an
497 attestation as to the financial stability or viability of the Association and details regarding any
498 concerns and likely remediation. In lieu of a verbal report and attestation, a written report
499 may be submitted to be summarized by the presiding officer at the Annual Meeting.
- 500 **Section 3: The Discipline and Grievance Committee** supervises or administers the determination,
501 adjudication, imposition, and re-evaluation of infringements and offenses against the rules of the
502 Association and superior organizations, and the imposition of resulting measures. The **Special**
503 **Grievance Committee** handles appeals of discipline or grievance determinations.
- 504 (A) The **Discipline and Grievance Committee** is composed of at least three (3) and not more
505 than five (5) Members of the Association in good standing.
- 506 (1) Members of the Committee may **not** be members of the Board of Directors nor the
507 Training and Assessment Committee.
- 508 (2) The quorum for all meetings of the Discipline and Grievance Committee is three (3), and
509 at least one attendee must be either the Chair or the Vice-Chair of the Committee.
- 510 (3) A member to fill any vacancy or newly-created position on the Discipline and Grievance
511 Committee may be nominated by the President, by the Executive Director, or by written
512 petition of at least twenty Members of the Association. A written petition may be
513 submitted electronically. All nominations must be approved by the Board of Directors.
- 514 (4) A Chair and a Vice-Chair must be selected for the Discipline and Grievance Committee.
- 515 (a) The Chair and Vice-Chair of the Discipline and Grievance Committee are members
516 of the committee, and are named to those positions by the Board of Directors.
- 517 (b) In the event that the Chair is not able or willing to execute the responsibilities and
518 duties of the office, the Vice-Chair will preside over committee meetings in his or her
519 place.
- 520 (c) If both the Chair and the Vice-Chair are not able nor willing to execute the duties and
521 responsibilities of the office, the committee may not conduct any business except
522 what may be necessary to debate and determine adjournment to another time and
523 place at such time that either the Chair or the Vice-Chair will be available and

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524 willing, or after such time that the Board of Directors has acted to approve a new
525 Chair or Vice-Chair of the Discipline and Grievance Committee.

526 (B) The **Special Grievance Committee** is composed in the same way as the Discipline and
527 Grievance Committee, except that:

528 (1) The members of the Special Grievance Committee may not be members of any committee
529 or office which has produced a decision that is to be heard by the Committee.

530 (2) The Chair and the Vice-Chair are selected from within the membership of the Committee.

531 **Section 4: The Training and Assessment Committee** supervises the development of officiating
532 expertise by Members and the evaluation of their performance.

533 (A) The Chair of the Training and Assessment Committee is the Executive Director of the
534 Association, except that if the Executive Director is unwilling or unable to chair the Training
535 and Assessment Committee, the Chair of the Committee will be the **Assistant Director for**
536 **Training and Assessment** who is nominated by the Executive Director and approved by the
537 Board of Directors, or who is nominated by the Board of Directors and approved by the
538 Executive Director.

539 (B) The Training and Assessment Committee is composed of at least three (3) Members of the
540 Association in good standing who have an interest in maintaining and improving the
541 performance of soccer officials.

542 (C) Members of the Training and Assessment Committee are selected by the Chair of the
543 Committee.

544 (D) If requested by the President, the Executive Director, or the Board of Directors, the
545 Committee produces an annual training report to the Membership summarizing the current
546 status of training and assessment efforts and any overall changes in performance and
547 education.

548 **Section 5: The Rules and Bylaws Committee** is responsible for evaluating the procedural and
549 operational rules and bylaws governing the Association and its committees, boards, and working
550 groups, and advising the President and the Executive Director regarding any necessary changes.

551 (A) The Rules and Bylaws Committee is composed of at least two and not more than seven
552 Members of the Association.

553 (B) The quorum for meetings of the committee is three.

554 (C) The Rules and Bylaws Committee provides a Parliamentarian for any Meeting of the
555 Association and any board, committee, or working group upon request, if practical.

556 (D) The Rules and Bylaws Committee reports to the Board of Directors annually regarding any
557 amendments to these Bylaws or other governing documents of the Association.

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558 (E) The Association's Parliamentarian, if named, is the Chair *ex officio* of the Rules and Bylaws
559 Committee.

560 **Section 6: Other Committees** may be defined by the Association as its Members or Board of
561 Directors may determine from time to time.

562 **Article VIII: Evaluation and Advancement:**

563 **Section 1:** The Training and Assessment Committee has primary responsibility for all educational
564 efforts and all performance evaluations of referees under the purview of the Association.

565 (A) The committee ensures that all necessary clinics, training sessions, and mentoring
566 opportunities are exploited to the principal advantage of the Members.

567 (B) Such events are executed via whatever means or communications media that the Chair of the
568 Committee determines is adequate for the task.

569 **Section 2:** The Committee is responsible for identifying Members who need additional guidance or
570 remediation regarding performance or educational elements under the Committee's purview.

571 (A) A representative of the Committee communicates the need to remediate or improve the
572 Member's performance or knowledge, and suggests or indicates methods to do so.

573 (B) If efforts to improve the performance or knowledge of the Member are unsuccessful or the
574 Member resists or rebukes such efforts, the Chair of the Committee may refer the issue to the
575 Executive Director for disposition or, if warranted, may forward the issue directly to the
576 Discipline and Grievance Committee for handling.

577 (C) The Committee may develop a list of issues for which sole handling may be delegated to the
578 Chair of the Committee or the Executive Director (if the Executive Director is not the Chair
579 of the Committee) versus issues which must be forwarded to the Discipline and Grievance
580 Committee for processing. Any such list must be approved by the Discipline and Grievance
581 Committee, and then it must be placed into the Standing Rules of the Association versus the
582 standing rules of the committee (if any), consistent with the requirements and process for
583 adopting or modifying the Standing Rules of the Association stated elsewhere herein.

584 (D) All communications involving remediation of performance or knowledge issues are
585 communicated confidentially and any meetings to discuss the same are convened in executive
586 session.

587 **Article IX: Discipline and Grievances:** Infringements of the rules and bylaws of the Association,
588 transgressions of applicable Codes of Ethics for soccer officials, violations of policies or instructions
589 mandated by superior organizations, unfair treatment of any Member by any party internal or external
590 to the Association, and any incident which is likely to cause an official's membership to be
591 temporarily or permanently suspended shall be reported to the Discipline and Grievance Committee.

592 **Section 1:** All relevant communications and discussions are handled confidentially and any related
593 meetings are convened in executive session. The Committee may communicate and convene

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594 meetings using whatever means and venues satisfy the Committee's needs and desires for
595 confidentiality, fairness, effectiveness, and propriety, including electronic methods. Written
596 statements required within this article may be composed and communicated using electronic
597 means.

598 **Section 2:** If the Executive Director is the subject of the report, or is unwilling or unable to perform
599 his or her assigned role within this Article, then the President assumes the role and
600 responsibilities normally assigned to the Executive Director within this Article, and the Vice-
601 President assumes the role and responsibilities ordinarily handled by the President. Likewise, if
602 the President is the subject of the report, or is unwilling or unable to perform his or her assigned
603 role within this Article, the Executive Director continues as already defined within this Article,
604 and the Vice-President assumes the President's role. If the Vice-President is unwilling or unable
605 to assume his or her responsibilities under this Article, then his or her role passes to the next
606 Officer of the Association, in turn, in the same order that each Officer's position is defined in
607 these Bylaws or as specified in other governing documents of the Association. If the list of
608 Officers is exhausted, the remaining Board Members shall draw by lot to determine who shall
609 assume the role and responsibilities of the Executive Director or the President.

610 **Section 3:** The initial report to the Discipline and Grievance Committee regarding any such incident
611 under this Article must be made no more than sixty (60) days after the incident occurred.

612 **Section 4:** Reports to the Discipline and Grievance Committee are referred to the Chair or Vice-Chair
613 of the Committee for handling, and shall be communicated to the Committee via the Executive
614 Director, the Assistant Director for Training and Assessment (if any), any Board Member, the
615 designated officer of a superior organization or risk management agency, or directly to any
616 member of the Committee, if warranted, who shall immediately notify the Chair or Vice-Chair of
617 such receipt. The Chair or Vice-Chair of the committee shall make the initial acknowledgment
618 within two (2) days to the person or party who made the initial report.

619 **Section 5:** As soon as possible but no more than three (3) days after the initial acknowledgment, the
620 Chair or Vice-Chair notifies the other members of the Discipline and Grievance Committee that a
621 report has been received and issues a call for a meeting to perform an initial evaluation of the
622 report, determine if the report is valid, and decide what action, if any, shall ensue from the
623 Committee's deliberations and conclusion. The first meeting should occur as promptly as
624 possible, and must occur within five (5) days of the initial acknowledgment. Subsequent or
625 adjourned meetings to address the same case shall be called, if necessary, to consider all relevant
626 reports and testimonies and to render a complete and just initial vetting of the issue, but all such
627 subsequent or adjourned meetings must cease within thirty (30) days whether or not the
628 Committee has reached an initial decision.

629 **Section 6:** If the Committee determines the report is invalid, or has not reached a conclusion
630 regarding the validity of the report, a written statement describing that determination shall be
631 composed, and the Chair or Vice-Chair shall communicate the outcome to the Executive Director
632 within two (2) days of the Committee's determination. Within three (3) days of receiving the
633 report, the Executive Director shall ensure that the decision is recorded privately and
634 communicated confidentially to only those parties who need to know the outcome, including the

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635 person or party who made the initial report. No further action is taken. The written statements
636 and communications may be in electronic form.

637 **Section 7:** If the Committee determines that the report is valid, then within seventy-two (72) hours of
638 the Committee's determination, a written statement explaining the items enumerated below in this
639 section is composed and communicated to the Executive Director by the Chair or Vice-Chair of
640 the Committee. Within twenty-four (24) hours of receiving the written notice, the Executive
641 Director notifies the Member alleged to have committed the violation or infringement and
642 delivers the report to him or her by any method such that the Executive Director is certain that the
643 Member understands:

644 (A) The circumstances and attestations regarding the alleged infringement or violation.

645 (B) The report has been vetted by the Committee and determined to be valid.

646 (C) The issue will proceed to full investigation and adjudication by the Committee.

647 (D) The Member should make himself or herself aware of the rules in this or other relevant
648 governing documents of the Association, and ensure that the Member has a complete and
649 valid copy of the most current version of the governing documents of the Association.

650 **Section 8:** The Committee proceeds to convene one or more subsequent or adjourned meetings in
651 executive session to hear all relevant accusations, discuss the incident and attestations, hear or
652 read responses from the Member alleged to have committed the transgressions, deliberate on the
653 issue, and render a decision. The first such meeting must be convened more than five days but
654 not more than fifteen days after the Member has been notified and presented with the
655 Committee's initial evaluation. All such subsequent or adjourned meetings must conclude within
656 ninety (90) days after the Member has been notified, whether or not the Committee has made a
657 final determination.

658 **Section 9:** The accused Member is invited to attend and participate in such meetings, and may also
659 invite legal counsel of his or her choice to attend, but the Member is solely responsible for any
660 and all costs of such legal representation and any additional expenses incurred on the Member on
661 cognizance in support of his or her defense.

662 **Section 10:** The Committee is empowered to interview any party to the alleged incident, whether in-
663 person or via written statements. Such interviews and reports may be executed by electronic or
664 any other cyber means if the Committee is confident that the process is authentic.

665 **Section 11:** Within three (3) days after a determination has been made, the Committee issues a report
666 containing all relevant findings of fact and conclusions which also includes sanctions to be
667 imposed upon the Member, and communicates that report to the Member, the Executive Director
668 and the President of the Association. As soon as possible but no more than two (2) days after
669 receiving the Committee's report, the Executive Director contacts the Member to confirm that he
670 or she received the report and, if not, provides the report to the Member.

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671 **Section 12:** Within three (3) days of acknowledging receipt of the Committee's report, the Member
672 notifies the Executive Director by verbal or written statement that the Committee's report is
673 acceptable, or the Member may declare his or her intent to appeal the outcome of the
674 Committee's decision via a written statement. A verbal statement may also be made by any
675 method which provides authentic, reliable two-way spoken communications. A written statement
676 may also be made via electronic means.

677 (A) Promptly, and no more than five (5) days following receipt of an appeal, a Special Discipline
678 and Grievance Committee is composed and convened to review and consider the case and
679 determinations made by the standing Discipline and Grievance Committee. The Special
680 Committee is provided with the Standing Committee's full report containing all findings of
681 fact and conclusions, including the details and status of any sanctions imposed upon the
682 Member. The Special Committee will be provided, if requested, all records, in any form,
683 produced as a result of the Standing Committee's investigation and adjudication, including
684 communications and decisions made during the receipt and initial vetting of the report.

685 (B) No more than fifteen (15) days after the appeal was requested, the Special Discipline and
686 Grievance Committee renders a decision, either:

687 (1) Concurring with the earlier committee's decision, or

688 (2) Overturning the earlier decision, or

689 (3) Agreeing with the conclusions but modifying the sanctions (including but not limited to
690 removing or adding entirely new sanctions), or

691 (4) Referring the matter to a full trial by the Members of the Association, as below.

692 (5) If the Special Committee fails or refuses to produce a determination within the allotted
693 period of time, the matter proceeds to a trial by the full Membership, as below.

694 (C) Within three (3) days after a determination has been made, the Special Discipline and
695 Grievance Committee issues a report summarizing the findings of fact and conclusions in the
696 earlier report and states the Committee's decision. The report shall also include any relevant
697 modifications, such as but not limited to changes to sanctions, if any. The Special Discipline
698 and Grievance Committee communicates that report to the Member, the Executive Director
699 and the President of the Association. As soon as possible but no more than two (2) days after
700 receiving the Committee's report, the Executive Director contacts the Member to confirm that
701 he or she received the Special Committee's report and, if not, provides the report to the
702 Member.

703 **Section 13:** Within three (3) days of acknowledging receipt of the Special Discipline and Grievance
704 Committee's report, the Member notifies the Executive Director via a written statement that the
705 determination made by the Special Committee is acceptable or unacceptable. The written
706 statement may be made by electronic means.

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707 **Section 14:** If the Member does not accept the determination of the Special Discipline and Grievance
708 Committee, the President of the Association convenes a formal trial, inviting all Members of the
709 Association in good standing and consistent with the disciplinary section of the current version of
710 Robert's Rules of Order, Newly Revised.

711 (A) Upon receipt of the Member's statement that the determination of the Special Committee is
712 not acceptable, the Executive Director acts promptly to identify and secure the venue or
713 venues with adequate space and any additional services necessary to properly host the trial.

714 (B) Within five (5) days of the receipt of the Member's statement, the President issues a call to
715 the Membership to attend a trial at the selected time, place (or places), and methods for
716 attending (if not all Members will attend in person). The call provides no less than ten (10)
717 days notice in advance of the Meeting. The call also explains the need for confidentiality and
718 directs the Members not to discuss the issue with any party until the trial is in session.

719 (C) The trial by the full Membership must conclude with a determination no more than thirty (30)
720 days after the Member's statement requesting the trial. The Members may:

721 (1) Concur with the Special Committee's decision, or

722 (2) Overturn the Special Committee's decision, or

723 (3) Agree with the conclusions but modify the sanctions (including but not limited to
724 removing or adding entirely new sanctions), or

725 (4) Make any other determination following the disciplinary process of the Parliamentary
726 Authority cited in this Article, above.

727 (D) If the formal trial by the full Membership fails to produce a determination within the allotted
728 period of time, the prior determination of the Special Discipline and Grievance Committee
729 stands as the final adjudication regarding the reported incident.

730 (E) The adjudication of the formal trial may not be appealed.

731 **Section 15:** Upon acceptance of the determinations of the Discipline and Grievance Committees or
732 the formal trial by the Members, or upon the exhaustion of all possible appeals, the President
733 orders the imposition of punitive sanctions against the Member. The sanctions, if any, commence
734 as soon as possible or, if not started promptly, must be initiated in no more than ten (10) days
735 unless the outcome of the process described in this Article stipulates within the stated sanctions a
736 specific date, delay, or some manner of implementation requiring a different time or date.

737 **Section 16:** The Executive Director collects and delivers all relevant documentation and materials to
738 the Secretary, who stores them securely and confidentially for a time period commensurate within
739 the law and best common practice, and then ensures their destruction.

740 **Article X: Parliamentary Authority:** The rules contained in the current version of Robert's Rules of
741 Order, Newly Revised shall govern the Association in all cases to which they are applicable and in
742 which they are not inconsistent with these Bylaws and any special rules of order the Association may

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743 adopt and any statutes applicable to the Association that do not authorize the provisions of these
744 Bylaws to take precedence.

745 **Article XI: Amendment:** These Bylaws may be amended by a two-thirds vote of the Members at a duly-
746 called Meeting if the proposed change has been distributed to the Members at least two months in
747 advance of the Meeting, or by a simple majority of the full Membership if notice of the proposed
748 change is provided with the ballot and distributed to all of the Members, and if two months is allowed
749 for voting to be completed.

750 **Section 1:** The time limits for advance notice and voting may be reduced to one month if the
751 proposed change has been vetted to be appropriate and reasonable and approved unanimously by
752 the Rules and Bylaws Committee.

753 **Section 2:** Notice, distribution of proposed changes, and voting to approve the amendment may be
754 conducted electronically using whatever means or media is approved by the Rules and Bylaws
755 Committee.

756 **Section 3:** Special Rules of the Association, if any, are created and modified consistent with the same
757 rules and requirements applicable to these Bylaws.

758 **Section 4:** Standing Rules of the Association, if any, may be established or amended by a simple
759 majority of all of the Members, by a two-thirds vote in a duly-called Meeting of the Members
760 with notice, or by a two-thirds vote of the entire Board of Directors, and notice of any such
761 change must be sent to the Members within seventy-two (72) hours following the completion of
762 the vote.

763 **Section 5:** Except as stated otherwise in the Bylaws, the standing rules of any committee of the
764 Association may be adopted with or without notice by a majority vote in a meeting of the
765 committee or by majority vote of all of the members of the committee, and existing standing rules
766 may be amended or rescinded by a two-thirds vote in a meeting with notice, a three-fourths vote
767 in a meeting without notice, or a two-thirds vote of all of the members of the committee. This
768 section is applicable to any additional subordinate groups within committees.

769 **Bylaws Revision History**

- 770 • **Version 0.9.5 of 2012-10-02:** Proposed final draft distributed with the ballot for adoption.
- 771 • **Version 1.0 of 2012-10-06:** First official version as adopted by the Members, with minor
772 corrections for grammatical, spelling, and typographical errors introduced by previous edits.

773 **Special and Standing Rules**

774 *Special Rules are superior to the Bylaws and pertain to the conduct of any meetings of the Association at*
775 *any level – members, board of directors, or committees – or refer to rules codifying or modifying the*
776 *conduct of business of the Association.*

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777 *Standing Rules are subordinate to the Bylaws and pertain to officials' conduct onsite, appropriate*
778 *dress, annual dues or booking fees, etc., generally items which need to be amended seasonally or do not*
779 *(or should not) require approval by the Membership.*

780 *Standing Rules and Special Rules, if any, may be appended to this document for simplicity and ease of*
781 *reference, but are not part of the Bylaws themselves.*

782 **Colophon**

783 Draft and final versions were written and edited by Jim Duncan, jnduncan@gmail.com, and based on
784 numerous, valuable contributions by the bylaws working group, the board of directors, and the members.

785 Please send comments and questions to the bylaws working group at [triangle-soccer-officials-](mailto:triangle-soccer-officials-association@googlegroups.com)
786 association@googlegroups.com. Members include Jim Duncan (chair), Barry Donow, Bill McIntyre, Bill
787 Reinhardt, Bo Thompson, Tommy Smith, and Mark Kadlecik (*ex officio*).

788 Version 1.0 (corrected per the Revision History, above) is respectfully submitted by Jim Duncan, member
789 parliamentarian and chair of the bylaws working group, February 2nd, 2013.