

New Hampshire State Referee Committee

Bylaws

Article I

Name and Territory

Section 1. The name of this organization shall be the New Hampshire State Referee Committee, Inc. herein after referred to as NHSRC or State Referee Committee

Section 2. This organization is open to all current and duly certified/registered members within the State of New Hampshire through the United States Soccer Federation

Article II

Objective

Section 1. To promote the training and ongoing education of soccer officials under the Laws Of The Game as amended by the Federation Internationale de Football Association (FIFA) and the United States Soccer Federation (USSF), as well as promote the safety, equality and enjoyment of the sport of soccer throughout the State of New Hampshire.

Section 2. These NH SRC By-Laws must not conflict with, nor supersede, any or all portions of the USSF By-Laws or Policy Manual. If there should prove to be such a conflict, the USSF By-Laws and Policy Manual will take precedence over the conflicting portion(s) stated herein.

Article III

Discrimination Policy

Section 1. The organization and its members are committed to a policy of equal opportunity for its membership body. It prohibits discrimination or harassment against any individual on the basis of race, color, creed, religion, sex, age, national origin or disability.

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Article IV Members

Section 1. **Voting Members:** Voting members shall be known as the Board of Directors (BOD) and shall be comprised of the members listed in Appendix A.

Section 2. **Non-Voting Members:** Non-Voting members shall be known as Associate members and shall be comprised of the members listed in Appendix A.

Article V Executive Board

Section 1. The Executive Board shall be the State Referee Administrator (SRA), State Youth Referee Administrator (SYRA), Vice President of Education, Secretary, and Treasurer.

Section 2. The Executive Board shall be determined in conjunction with the appointment of the SRA and SYRA under New Hampshire Soccer Association policy, with the position of Vice President of Education appointed by the SRA and the positions of Secretary and Treasurer appointed initially by the SRA and SYRA and elected by all Voting Members when the SRA and/or SYRA are reappointed, replaced or removed. For the purposes of this section, an Executive Board member shall not have a vote in the event of removal from his or her position for cause.

Section 3. The Executive Board shall serve at will until replaced, retired or removed for cause. Upon the appointment of an SRA or SYRA under New Hampshire Soccer Association policy, the initial term shall be equal to the term under said policy and then continued at will until replaced, retired or removed for cause.

Section 4. The Duties and Powers of the Executive Board shall be as follows:

The SRA: The SRA shall be the chief executive and administrative officer of the organization and shall have general and active supervision and direction over the day to day business and affairs of the organization and over its several officers, subject however to the discretion and control of the Board of Directors. The SRA shall, if present, preside at all meetings of the BOD.

The SYRA: The SYRA shall be responsible for the duties of the SRA in the SRA's absence and such other duties as may be assigned by the BOD.

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The Vice President of Education: The Vice President of Education shall also be known as the State Director of Referee Instruction and shall have all duties as described by US Soccer Policy Section 531-1 and such duties as may be assigned by the BOD.

The Secretary: The Secretary shall keep the minutes and record all votes of all BOD meetings in a format that allows for recital and retrieval in the event of a need for clarification, review or announcement of policy enactment or change.

The Treasurer: The Treasurer shall be the financial officer of the organization; shall have charge and custody of and be responsible for, all funds of the organization and shall deposit all such funds in the name of the organization in the bank chosen by the Treasurer as approved by the BOD. The Treasurer shall render at all Board meetings an account of all transactions as Treasurer and of the financial condition of the organization.

Article VI Board of Directors

Section 1. The Board of Directors shall be responsible for the general management of all affairs and on the setting and enforcement of any and all policies of the organization based upon current US Soccer Policy or the corresponding provisions in any future US Soccer Policy amendment in conjunction with guidance and recommendation from US Soccer.

Section 2. The Board of Directors shall determine its own size in order to meet the needs of the organization. Appendix A lists the current members and will be revised as necessary per the needs of the organization.

Section 3. The BOD positions shall be elected by majority vote of the current BOD upon the replacement, retirement or removal for cause of any board member as allowed for. The election of SRA and SYRA are exempt as the positions are appointed by New Hampshire Soccer Association. The positions of Vice President of Education, State Director of Assessment, State Director of Futsal, State Assignor Coordinator, and Area Representatives shall be appointed by the SRA in accordance with US Soccer Policy.

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Section 4. Nominations for the BOD positions may be made by any BOD member.

Section 5. Each board member has one vote with the exception of the SRA who only votes in the event of a tie vote. If an individual holds more than one position, that individual shall have only one vote.

Section 6. There shall be no limit to the number of consecutive or total terms that a director may serve.

Section 7. The Board of Directors is required to attend regularly scheduled meetings in order to stay in good standing.

Section 8. Any director may resign at any time. Such resignation must be made in writing to take effect immediately.

Section 9. To be removed from office for cause will require a hearing to be held when evidence is presented for violation of US Soccer Policy, Referee Code of Ethics or any other behavior that is deemed to undermine the objective of the organization. A two-thirds (2/3) vote of eligible voters at the hearing shall be required to remove the director.

Section 10. Any vacancy occurring on the BOD shall be filled at the discretion of a majority vote of the remaining directors. The director thus chosen shall hold office with full voting rights until replaced in accordance with the provisions set forth in these Bylaws.

Section 11. Duties: The BOD shall perform the duties provided within these Bylaws and other such duties as designated by US Soccer or New Hampshire Soccer Association.

Article VII Associate Members

Section 1. All associate members shall adhere to US Soccer Policy as detailed in the then current Policy manual.

Section 2. Eligibility will be established by US Soccer Policy as amended or modified by US Soccer and/or the State Director of Instruction.

Section 3. An associate member may be removed if found to be in violation of US Soccer Policy, the Referee Code of Ethics, or any criminal offence deemed to be egregious by the BOD under the following procedure:

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- If the NHSA Disciplinary Board removes a member, the member shall have the right to appeal the decision to US Soccer, as detailed in US Soccer Policy.
- A representative from the Executive Board shall attend any such hearing on behalf of the voting members in the event of a hearing by New Hampshire Soccer Association.
- The findings of any hearing may be appealed to US Soccer, whose decision will be binding on all parties.

Section 4. **Duration of Membership:** An Associate member is considered to be a member from the first day his or her registration is approved by US Soccer until the last day of the current registration period of such approval.

Article VIII Meetings

Section 1. Meetings will be held on the day and at a time and location determined by the SRA.

Section 2. A notice of time and place of each meeting shall be given by mail, phone, email, or public notice not less than 15 days before the meeting.

Section 3. Any BOD member absent from three (3) consecutive meetings without an excused absence shall be subject to removal by the BOD by a two thirds (2/3) majority vote.

Section 4. A Special meeting may be called by the SRA with at least 72 hours' notice given by phone, mail, or email to each member of the BOD.

- No business shall be conducted at a Special meeting other than for which the Special meeting was called.

Section 5. A quorum of fifty percent (50%) of eligible voters is needed at any meeting to pass motions.

Section 6. The Secretary shall ensure that the minutes of all meetings of the BOD be circulated and available to the BOD.

Section 7. An annual open meeting shall be held at a date to be determined by the BOD. At least thirty (30) days' notice must be given prior to the meeting.

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Article IX Dues, Fees, Earnings

Section 1. The fiscal year for the organization shall commence on the 1st day of January and expire on the 31st day of December.

Section 2. The BOD shall establish reasonable fees for registration, instruction or assessment as necessary to ensure the solvency and perpetuity of the organization. Any fee for registration with US Soccer must be paid as a prerequisite to participation in the organization's membership as an Associate member.

Section 3. No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, trustees or officers except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article XII thereof.

Section 4. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles, the organization shall not carry on any other activities not permitted to be carried on:

- By a corporation exempt from Federal Revenue Code of 1954 (or the corresponding provision in any future United States Internal Revenue law), or
- By a corporation, whose contributions to which are deductible under Section 170c(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

Section 5. The SRA or Treasurer in good standing may sign on behalf of the organization any bill or check. Any evidence of obligation on excess of One Thousand dollars (\$1,000.00) must have the signature of both the SRA and Treasurer.

Article X Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be parliamentary authority for all matters not specifically covered by these bylaws.

Article XI Amendments

Section 1. Proposed amendments to these bylaws shall be submitted in writing, in advance, discussed and voted at a regular meeting of the BOD.

Section 2. Amendments to the Articles of agreement and bylaws must be approved by two-thirds (2/3) of the voting members.

Section 3. The Secretary shall maintain an up to date copy of the organization's Bylaws, Articles of Agreement and Rules and Regulations.

Article XII Dissolution

Section 1. Upon the dissolution of the corporation and after the payment of all claims and liabilities against the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIII

Conflict of Interest

Section 1. Any possible conflict of interest on the part of any BOD member or the immediate family of any such person shall be disclosed in writing to the NHSRC BOD. The possible conflict of interest shall be made record through complete and full written disclosure to the BOD when such individual has an interest that involves a specific issue before the BOD.

Section 2. A transaction involving a Director or a member of the immediate family of any such person shall be prohibited unless it bears the best interests of the organization, the transaction is for goods or services in the ordinary course of business of the organization for the actual or reasonable value (or discounted value) of the goods and services, the transaction is fair to the organization and the appropriate actions set forth herein are taken.

Section 3. When an SRC-related transaction involving a Director or a member of the immediate family of such person, exceeds Five Hundred dollars (\$500.00) but is less than Five Thousand dollars (\$5,000.00) in a fiscal year, the transaction must be approved by affirmative votes from at least two-thirds (2/3) of the disinterested Directors without the participation, voting or presence of any Director with a financial interest in the transaction or a Director who has a pecuniary benefit transaction with the organization for the same fiscal year.

Section 4. When an SRC-related transaction involving a Director or a member of the immediate family of any such person is in an amount equal to or greater than Five Thousand dollars (\$5,000.00) in a fiscal year, then:

- The two-thirds of disinterested Directors set forth in the preceding section is required.
- The organization must publish notice of the transaction in a newspaper of general circulation in the community in which the organization's principal office is located prior to the consummation of the transaction.

Section 5. The BOD will comply with all requirements of New Hampshire law RSA7:19,11 concerning conflicts of interest related to non-profit entities.

Section 6. Under no circumstances is the organization to make any loans of money or property to any Director or Associate member.

Appendix A

Board of Directors

- A. SRA
- B. SYRA
- C. Vice President of Education (SDI)
- D. SDA
- E. Secretary
- F. Treasurer
- G. SDF
- H. SAC
- I. Area Representatives

Associate Members

- A. Referees (All USSF referee certifications, to include Indoor, Futsal, Beach)
- B. Instructors
- C. Assessors
- D. Assignors
- E. Emeritus Referees
- F. US Soccer Life Members