

QUAD-COUNTY SOCCER REFEREES ASSOCIATION (QUADCO)

AMENDED BYLAWS

February 19, 2015

ARTICLE I PURPOSES

The purposes of Quad-County Soccer Referees Association ("QuadCo" or "Association") are: (1) the provision of qualified Officials for Washington Interscholastic Activities Association (WIAA)-sanctioned events, regular and post-season; (2) the promotion of the highest standards of performance and sportsmanship in soccer by recruiting, training, developing and evaluating soccer referee officials (Officials); (3) the assignment of appropriately qualified Officials to such events; and (4) the promotion of uniformity in the application of rules, and the observance of the spirit and letter of The Laws of the Game and ethical codes of conduct.

QuadCo operates within Grays Harbor, Lewis, Mason and Thurston Counties, and works with the WIAA and the Washington Officials Association (WOA) to provide training and assigning of Officials for interscholastic soccer events, and to coordinate instruction of soccer Officials and players. QuadCo acts as the WOA Association for both girls and boys soccer. In matters arising out of WIAA-sanctioned activities, QuadCo shall adhere to the WOA Constitution and Bylaws. Additionally, QuadCo serves as a soccer referee training resource for United States Soccer Federation ("USSF") affiliated Adult and Youth Soccer Associations and Clubs operating in the aforementioned four-county service area.

ARTICLE II PRINCIPLES

QuadCo Association principles include:

- A. Enhancing and promoting education, development, and support for soccer referees;
- B. Promoting standards of excellence in the art and science of soccer officiating;
- C. Developing and promoting partnerships with local Soccer Associations and Clubs to promote the game of soccer.

ARTICLE III MEMBERSHIP

QuadCo is not a member Association.

ARTICLE IV BOARD OF DIRECTORS

A. Members, Selection.

1. The Board of Directors shall consist of six members. The Board may change the number of Directors at any time, within its discretion, without amendment hereof.

2. Members of the Board shall be elected to two-year terms by the Board, at the January Board meeting. When a Board member is elected to the Board at any other time, to fill a vacant Board position, the elected Board member shall serve for the remainder of the term of the former Board member.

At the first Board meeting after the effective date of the Amendments to these Bylaws so providing, all of the existing Board terms will be voted on as follows: three positions to serve for one year; and three positions to serve for two years. If an additional Board position is added not as a

replacement for an existing Board member, the length of that Board member's term will be adjusted to result in the proportions of the one-year and two-year terms specified above.

3. Members of the Board may be removed by resignation, or removal by the Board. A vote of two-thirds of the Board present and voting may remove a Board member for any reason, including but not limited to absence from three or more consecutive regular meetings. A resignation is effective upon delivery orally or in writing to the President of the Board.

B. Board Procedures.

1. A quorum for Board action shall be fifty percent plus one of the qualified Board members.

2. The Board shall conduct its business in a fair and reasonable manner, according to its discretion. No formal rules of procedure shall apply.

3. Board decisions shall be reached by consensus whenever possible. When consensus is not possible, a majority shall decide for the Board.

4. There shall be a minimum of three scheduled Board meetings annually. The President shall choose a reasonably convenient time and place for the meetings and shall give seven calendar days notice of the meeting. Written notice by electronic means is deemed proper notice. In addition, the President or a member of the Executive Board may call a special meeting, upon 24 hours' notice to other Board members. Board meetings shall be open to all volunteers and to others at the discretion of the Board, except when the Board chooses to discuss a particular issue in closed session.

C. Board Responsibilities.

The Board shall be responsible for setting policy; overseeing financial matters; supervising volunteers and Officials; and stipulations for and directing the achievement of the purposes of the Association, guided by its corporate principles. In addition, the Board shall be responsible for adopting, by resolution, provisions for rules clinic attendance, uniforms, assignments, sanctions for failure to appear, dues and registration of Officials, transferring and credentials of Officials, management of income and expenses, payment for

services by Officials and others, and any other matters deemed reasonably necessary by the Board.

The Board shall also be responsible for adopting, by resolution, provisions for management of disputes, including but not limited to complaints about Association policies and the conduct of its supervised Officials, which shall include a reasonable and fair process for the provision of notice, hearing and appeal to the Board of Directors. The decision of the Board of Directors shall be final, except as provided immediately following. Where its process relates to requirements of WOA or WIAA procedures and processes, it shall integrate its process with those requirements.

ARTICLE V OFFICERS

Board positions shall include a President, Vice-President, Secretary and Treasurer. A single member of the Board may hold the positions of Secretary and Treasurer. The Board shall make reasonable efforts to ensure each of the four representative counties are represented on the Board. The Board shall elect its four officers annually from among its members for one-year terms. The four officers shall constitute the Executive Committee.

A. President.

The President shall preside at all meetings of the Board and of the Executive Committee, appoint all committee chairpersons and committee members except as otherwise specified herein, and serve as the representative of the Board of Directors to the WOA, WIAA, public and/or other Associations and agencies. The President may remove the Assignor with the consent of the Board. The President shall represent the Association in negotiations of contracts and other service Agreements with WOA, Soccer Associations, Soccer Clubs and other persons and entities. The President may delegate any of these duties to one or more Directors.

B. Vice-President.

The Vice-President shall assume the duties of the President if the President is temporarily absent or unable to serve. The Vice-President shall

oversee educational and training seminars and sessions, as needed. The Vice-President may appoint members of the Board, or other volunteers, to assist with these duties.

C. Secretary.

The Secretary shall keep an accurate record of Board proceedings in a form suitable for preservation and shall distribute a copy of minutes of Board meetings to Directors; maintain an accurate and complete list of Directors; maintain copies of all correspondence and other documents relating to QuadCo; maintain and make available to all Board members a list of all Officials subject to QuadCo, including reference to the current licensing level of each; and give notice, written or oral, to each Director of regular and special meetings.

D. Treasurer.

The Treasurer shall supervise the preservation and handling of all funds under the direction of the Board and keep an accurate account of the same; ensure that full and accurate financial records, including receipts and disbursements, are maintained at all times, and regular reports are presented to the Board not less frequently than quarterly; make special accounting of the financial condition of the Association whenever required; and assist in preparing the annual budget and any audits. The Treasurer shall also be responsible for receipt, deposit and payment of all Officials' game fees, as authorized by the Assignor, in a prompt and timely manner.

E. County Representatives.

The Board shall make reasonable efforts to ensure there is a County Representative on the Board from each of Grays Harbor, Lewis, Mason and Thurston Counties. Each shall represent his or her County in all QuadCo matters, and shall assist in recruiting and developing Officials from the same. County Representatives may serve in a dual capacity as an Officer of QuadCo.

F. The Assignor.

The Assignor shall be appointed or removed by the President, with the consent of the Board. The Assignor shall represent QuadCo in all matters relating to the WIAA, the WOA, and/or schools serviced by the WIAA in matters of assignment of Officials; assume the responsibilities of the

WIAA/WOA "Assigning Secretary;" serve as delegate to the WOA Representative Assembly; facilitate the registration and certification of qualified WOA Officials and maintain a list of registered and certified WOA Officials; assign Officials to all interscholastic soccer matches, both boys and girls regular seasons, for high schools, middle schools and other schools, and for post-season matches, both boys and girls, as may be the responsibility of QuadCo; and through the Treasurer, regularly invoice for fees due to Officials, and receipt, deposit and pay the same through the Treasurer. With consent of the President, the Assignor may appoint assistants from volunteers to support him or her as needed.

G. Payments for Services.

The Board shall annually review and set the Assignor and Treasurer fees following the conclusion of the Spring High School season.

**ARTICLE VI
COMMITTEES**

By Resolution, the Board may appoint committees in accordance with the Revised Code of Washington (RCW). Such committees may include an Executive Committee. The Resolution shall specify that the committees are to be made up of at least two directors and which, to the extent provided in the Resolution, shall have and exercise the authority of the Board in the management of the corporation, as provided by law.

ARTICLE VII ADMINISTRATION

1. Fiscal Year.

The fiscal year of the Association shall be January 1 through December 31.

2. Execution of Documents and Instruments.

The President of the Board is authorized to execute documents for the Board with respect to all matters involving amounts of \$500 or less. The President and Secretary of the Board together are authorized to execute documents for the Board involving any greater amounts.

3. Records. The Association shall keep and maintain copies of current Articles and Bylaws; a list of Directors and Officers, including names and addresses; correct and adequate statements of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by a committee of the Board; and all misconduct reports and records of actions taken in response.

4. Conflict of Interest.

No Board member, staff member, or volunteer shall participate either directly or indirectly in decisions that present the substantial possibility of an actual and significant conflict of interest. Each of these shall raise the possibility of the same to the President or Board so that the circumstances may be evaluated.

5. Liability Indemnification.

Directors of the corporation shall be afforded the protections of indemnification and limitations of personal liability provided in RCW 24.03.035(14), RCW 23B.08.500 through 23B.08.600, RCW 23B.08.320, and RCW 24.03.025(c), at the discretion of the Board, where applicable.

6. Amendments.

These Bylaws may be amended by the Board of Directors by a vote of two-thirds of those Directors present and voting at any regular or special meeting of the Board of Directors provided that such proposed amendments have been mailed to all Board members fourteen (14) days prior to such meeting.

**ARTICLE VIII
ADOPTION**

These Amended Bylaws are adopted by the Board of Directors of Quad-County Soccer Referees Association (QuadCo) on this _____ day of _____, 20____.

President

Date

Secretary

Date