

# **MSOA By-Laws**

(Adopted 4/23/2013)

## **I. BOARD OF DIRECTORS**

- A. As defined by the Constitution of the MSOA ("Association"), the Board of Directors, hereby referred to as the BOD, shall consist of four (4) elected officers (President, Vice President, Secretary, Treasurer), six (6) elected trustees, & the Immediate Past President.
- B. The President shall annually appoint a Rules Interpreter who shall serve as an advisor to the BOD.
- C. The BOD shall carry on the regular business of the Association. All decisions of the BOD shall be final.
- D. The BOD shall appoint all committees, chairpersons, and officeholders not otherwise provided, typically at the recommendation of the President.
- E. The BOD shall declare vacant the office of any elected or appointed member should they be unable to fulfill the term of office because of illness, relocation, or other cause as specified by the BOD.
- F. The BOD shall appoint a replacement within 30 days of any vacancy (except for the Immediate Past President), and that appointee shall serve in that capacity until the next election.
- G. The BOD may remove a member from the board for unexcused non-attendance of three (3) or more BOD meetings within a 12-month period, or other cause specified by the BOD upon a majority vote of the entire BOD, i.e. six (6) affirmative votes.

## **II. DUTIES OF THE BOARD OF DIRECTORS**

- A. The President shall:
  - 1. Have the general responsibility for the administration of the Association.
  - 2. Enforce all of the provisions of the Constitution and By-Laws of the Association.
  - 3. Preside at all meetings of the Association.
  - 4. Recommend to the BOD all committees and appointments to the board.
  - 5. Order the investigation in all disciplinary and ethical matters, or refer the matter to any Committee the BOD may establish for that purpose.
  - 6. Be and ex-officio member of all committees of the Association.
  - 7. Be entitled to vote at any meeting of the Association, including the BOD meetings.
- B. The Vice President shall:
  - 1. Assume all of the duties, responsibilities, and powers of the President in the event of the absence of the President from any meeting of the Association.
  - 2. Assume the President's office until the next election if the President resigns or becomes unable to fulfill the responsibilities of the office.
  - 3. Assist the President in the operation of the Association, when so requested by the President or the BOD.
- C. The Secretary shall:
  - 1. Take the minutes and keep records of the Annual Meeting, all BOD meetings, and all membership meetings, as directed by the BOD.
  - 2. Issue notices to the membership for all meetings and clinics, as requested by the President or the BOD.
  - 3. Answer all correspondence of the Association and carry on all general correspondence with the members of this Association, as directed by the President or the BOD.
  - 4. Notify the BOD of all correspondence with affiliated organizations (i.e. OHSAA, OSSRC, NISOA, USSF, SOASA, OSYSA, etc).
  - 5. Maintain complete and updated membership records of the Association.
  - 6. Be responsible for updating and enforcing the rules of admission to membership in this Association.
- D. The Treasurer shall:
  - 1. Be the financial custodian of the funds of the Association and maintain accurate financial accounts.
  - 2. Collect all dues, fees, and other revenues of the Association and issue receipts for the same.
  - 3. Receive and disburse the funds of the Association, as directed by the BOD.

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4. Present the financial records and assist those auditing the financial records of the Association, as may be required by the BOD.
  5. Notify the membership of the time that membership dues are required to be paid.
- E. Each Trustee shall:
1. Represent the body of membership honestly and ethically in all matters.
  2. Assist the officers of the Association in the performance of their duties and as assigned by the President.
  3. Be available for appointment to serve on, or chair, any of the Association's committees.
- F. The Immediate Past President shall:
1. Assist the officers of the Association in the performance of their duties and as assigned by the President.
- G. As an advisor to the BOD, the Rules Interpreter shall:
1. Have an active voice in the meeting proceedings of the BOD, as a non-voting participant.
  2. Act as an advisor to the BOD on the rules of play of affiliated member organizations served by MSOA.
  3. Seek and determine official interpretations for the rules of play from the appropriate affiliated member organization sources (OHSAA/NFHS, OSSRC/USSF, etc.).
  4. Give an opinion on the rules of play of an affiliated organization in cases reported to him/her by coaches or Association members.

## **III. COMMITTEES**

- A. Membership Committee
1. A three (3) person committee responsible for recruitment efforts for the Association.
- B. Awards/Recognition Committee
1. A three (3) person committee chaired typically by the Immediate Past President.
  2. Responsible for presenting to the BOD for approval all Hall of Fame nominees and any other special awards or recognition from the Association.
- C. Education/Training Committee
1. A three (3) person committee responsible to coordinate all development meeting training topics and presentations.
  2. Responsible for all matters related to training member referees, and optionally, any associated coaches, players and/or spectators as applicable.
- D. Ethics Committee
1. A three (3) person committee with one chairperson and two members.
  2. The duties of this Committee are:
    - a) To ensure that members are aware of the ethical standards as defined in the By-Laws of Association and to help them to conduct themselves within those ethical standards in a positive and helpful manner.
    - b) To hear/review complaints of violations of the MSOA Constitution, By-Laws or Ethical Standards by Association members (respondents) reported in writing by Association members or non-members (complainants).
    - c) To notify respondents of the filed complaint within 7 days from receipt of complaint and seek a response.
    - d) To investigate and ascertain facts of reported formal complaints from all involved parties within a period not to exceed 30 days from receipt of a formal complaint.
    - e) To submit and recommend action to the BOD regarding all substantiated formal complaints, when the reported member's conduct is determined to be non-compliant with the Constitution, By-Laws or established ethical standards of the MSOA.
    - f) To communicate the results of each considered violation to all parties, being careful not to communicate details to the complainant, simply the results of the consideration.

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3. The powers of this Committee regarding member violations are:
  - a) To meet with the member with the intent of educating and guiding the member to act in a manner consistent with the Constitution, By-Laws and Ethical Standards of the organization.
  - b) To recommend to the BOD probationary membership status of members found to be conducting themselves in a manner not compliant with the Constitution, By-Laws or Ethical Standards of the Association.
    - 1) The recommendation shall detail the nature of the violation(s), note any previous violation(s), and detail consequences of subsequent violation(s).
    - 2) The recommended length of probation shall be no less than 3 months, and no longer than 1 year.
  - c) To recommend termination of membership in the Association to the BOD when a member is found to have conducted themselves grossly outside of the Constitution, By-Laws or Ethical Standards of the MSOA.

## **IV. QUALIFICATION FOR MEMBERSHIP IN MSOA**

- A. Admission
  1. Complete and submit a written or electronic application to the membership committee.
  2. Pay appropriate non-refundable annual dues.
  3. Be a member in good standing and meet the requirements of one or more affiliated organizations (i.e. NISOA, OHSAA, USSF, etc.).
- B. Maintenance of Membership
  1. Pay appropriate non-refundable annual dues.
  2. Remain in good standing with one or more affiliated organizations (i.e. NISOA, OHSAA, USSF, etc).
  3. Conduct themselves within the Ethical Standards of MSOA, as defined in these By-Laws.
- C. Termination of Membership
  1. Written resignation by a member ... or
  2. Failure to pay the annual dues in accordance with these By-Laws .... or
  3. Expulsion by the BOD by written letter when a member fails to comply with the general regulations of this Association, or for conduct contrary or detrimental to the goals, rules, ethical standards, or spirit of MSOA.

## **V. CATEGORIES OF MEMBERSHIP**

- A. Active Member
  1. Member must be an active soccer referee, instructor, assignor, assessor or administrator in good standing with one or more affiliated organizations (i.e. NISOA, OHSAA, USSF, etc).
  2. Member must have paid MSOA dues for the current year.
  3. Member must be 18 years old or older.
  4. Active Members of the Association are eligible to vote on any issue submitted to the general membership and may run for and hold office in the Association.
- B. Associate Member
  1. Member must be an active soccer referee, instructor, assignor, assessor or administrator in good standing with one or more affiliated organizations (i.e. NISOA, OHSAA, USSF, etc).
  2. There are no dues or annual fees for Associate Members.
  3. Member is under the age of 18.
  4. Associate members are NOT eligible to vote on any issue submitted to the general membership and may not hold office in the Association.
- C. Inactive Member
  1. Inactive Members are those members who meet the requirements of Active Membership, but who choose to become inactive for any years that they cannot accept match

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assignments, or become inactive as an instructor, assignor, etc., but still fully participate in any activities of this Association.

2. Inactive Members must pay the annual MSOA dues.
3. Inactive Members in good standing shall have full benefits and shall enjoy all rights and privileges of Active Membership in the Association.

## **D. Retired Member**

1. Retired Members are former Active Members, who are no longer active in any affiliated organization, but who desire to support and remain active in this Association.
2. Retired Members must pay the annual MSOA dues.
3. Retired Members in good standing shall have full benefits and shall enjoy all rights and privileges of Active Membership in the Association.

## **E. Lifetime Member**

1. Active Members of the Association, who have distinguished themselves in the interest of soccer and have been a member of MSOA and/or the SouthWest Ohio Soccer Officials Association (SWOSOA) for at least twenty five (25) years in good standing, are eligible for Lifetime membership status at the discretion of the BOD.
2. Lifetime Members are exempt from payment of Association dues.
3. Lifetime Members shall have full benefits and shall enjoy all rights and privileges of Active Membership in the Association.

## **VI. ETHICAL STANDARDS OF MSOA**

### **A. MSOA Ethical Standards for Members**

1. Each MSOA member is expected to conduct themselves in an honest and ethical manner at all times, consistent with the standards of conduct, as defined in these By-Laws.
2. The Ethics Committee, as defined in these By-Laws, is expected to focus more as a “coach” rather than merely as a disciplinary body. The Committee should offer guidance and advice to MSOA members to enhance professional development whenever practical, but recommend discipline when required.
3. Association members also work with non-members, which includes referees, assignors, assessors, instructors, administrators, and vendors. MSOA members are expected to conduct themselves in an ethical and professional manner reflective of the Association’s standards when dealing with non-members. Conversely, MSOA expects those non-members to treat MSOA members with the same level of professionalism and ethical conduct.

### **B. MSOA Ethical Standards for Referees**

1. MSOA officials must devote time, thought and study to the laws and rules of soccer and to the mechanics necessary to carry them out, such that an effective and credible service can be rendered in a fair and unbiased manner.
2. MSOA officials must work with fellow officials, administrators, and all governing bodies in a spirit of harmony and cooperation in spite of differences of opinion that may arise during discussion of points or rules at issue.
3. MSOA officials must not use their position as an official to benefit themselves nor to promote the special interest of any person or group(s) other than the athletes and affiliated organizations served by the Association.
4. MSOA officials must be prepared both physically and mentally, dress according to expectations and maintain a proper appearance that befits the importance of the event
5. MSOA officials must honor contracts regardless of possible inconvenience or financial loss.
6. MSOA officials carry a responsibility to act in a manner becoming a professional person. The conduct of any official influences the attitude of the public toward the profession in general, as well as toward the official in particular.
7. MSOA officials shall maintain an ethical approach while participating in public forums, chat rooms and all forms of social media.

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8. Examples of unethical conduct (NOT a complete list):
  - Failure to accurately complete an Official's Report and submit it in a timely manner to the appropriate parties.
  - Failure to wear the approved uniform, as specified by the governing body.
  - Chronic tardiness to games.
  - Disruptive behavior during meetings.
  - Officiating a contest where there is a conflict of interest (Conflict of Interest is any situation which would cause a reasonable person to question the integrity or fairness of an official).
  - Inappropriate dress arriving at or departing from an event.
  - Use of tobacco at a match site (locker room, field, boiler room, etc.).
  - Addressing fans, players, coaches, administrators, officials, etc. disrespectfully.
  - Failure to cooperate with league personnel or administrators.
- C. MSOA Ethical Standards for Assignors
  1. MSOA expects its members, who are Assignors for affiliated organizations, to conduct themselves in an honest and ethical manner at all times.
  2. MSOA also holds these assignors to the following minimal set of standards:
    - Maintain respect for referees and other officials of the game.
    - Make assignments based on what is good for the game and what is good for the referee.
    - Contribute to the continuous development of referees.
    - Respect the rights and dignity of referees and other officials of the game.
    - Do not publically criticize officials.
    - Provide officials with private and constructive input for their benefit.
    - Do not discriminate against or take undue advantage of any individual or group on the basis of race, color, religion, gender or national origin, etc.
- D. MSOA Ethical Standards for Assessors
  1. MSOA expects its members, who are Assessors for affiliated organizations, to conduct themselves in an honest and ethical manner at all times.
  2. MSOA also holds these assessors to the following minimal set of standards:
    - Be courteous, constructive and considerate when critiquing officials during the post-game discussion.
    - Keep assessments confidential and share only according to the policies of the affiliated organization.
    - Avoid conflicts of interest in the game being assessed, with referees, players or coaches.
    - Stay abreast of all approved changes to the Laws or Rules of the Game and technical procedures of the affiliated organization.
    - Give feedback to referees based on currently approved Laws/Rules and procedures of the game of the affiliated organization.

## **VII. FORMAL COMPLAINT OF MISCONDUCT**

### **A. Filing a Formal Complaint**

1. Any member or non-member of MSOA may file a formal complaint against a member of this Association for an alleged violation of the Constitution, By-Laws or Ethical Standards of MSOA. The complaint must be in writing, i.e. not verbal, and it must state the specific violation being alleged. It must contain a statement of fact constituting the alleged violation in ordinary and concise language, the name and address of the complainant, and must be

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- signed by the complainant. The member of the Association against whom the complaint is filed shall be referred to as the respondent.
2. The formal complaint must be filed no later than thirty (30) days from the date of the alleged offense.
  3. The formal complaint must be submitted to the President of the Association, via letter (not via e-mail or electronic messaging) who will review the complaint and pass it on to be considered by the Ethics Committee.
  4. The Ethics Committee shall provide written notice of receipt of the formal complaint via letter or electronic messaging to the respondent within 7 days.
  5. The respondent may file an answer to the formal complaint with the Ethics Committee, but such an answer is not mandatory. If an answer is filed, it must be filed, either by letter or electronic messaging, within fourteen (14) days after receipt of the formal complaint by the respondent.
- B. Review of a Formal Complaint
1. The Ethics Committee shall investigate and ascertain the facts of a formal complaint. A decision of the validity of the formal complaint shall be rendered by the Ethics Committee within thirty (30) days of receipt by the Committee.
  2. If the formal complaint is found to be credible, the Ethics Committee may choose to meet with the respondent to coach them on proper behavior, or may recommend punishment to the Board, as defined in the these By-Laws.
- C. Resolution of a Formal Complaint
1. The respondent shall be notified of the BOD's decision in the case of a substantiated formal complaint.
  2. The complainant shall be notified when a complaint has been resolved and action recommended, but no details of the action recommended shall be required.
- D. Appeals
1. The respondent may request a formal appeal as provided in this Article. The appeal must be in writing and submitted to the BOD within seven (7) days of receipt by the respondent of the decision of the Ethics Committee.
  2. The BOD shall hear all appeals of decisions made by the Ethics Committee. The appeal hearing shall be held within thirty (30) days after the appeal is filed.
  3. Within thirty (30) days after the appeal hearing the BOD shall render a written decision. A copy shall be distributed to the complainant and the respondent and all interested parties.
- E. Conflict of Interest.
1. Whenever a complaint is filed against a member of the BOD or the Ethics Committee, and such a member has:
    - a) an interest in the outcome of the complaint, or
    - b) is a party to the complaint, or
    - c) is related to any of the parties to the complaint, or
    - d) may be called as a witness in the complaint,then said member shall be disqualified in considering the complaint or subsequent appeal. In such event his/her vacancy as a member of the BOD or the Ethics Committee for considering the complaint or appeal shall not be filled.

## **VIII. DUES AND EXPENSES**

- A. Annual Dues:
1. The annual membership dues and associated fees shall be reviewed and established annually by the BOD.
  2. All Association dues and fees are payable by June 1 of the current year, and payment of dues after this date shall be considered as being late.
  3. Members who pay late may be assessed a late fee, at the discretion of the BOD.
  4. Association dues, fees and fines are non-refundable.

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5. Any members not having paid their dues (and any assessed late fees) by October 1 of the current year shall be considered as having terminated their membership in MSOA and will lose all voting rights for the remainder of the calendar year.
  6. Any member whose membership was terminated in the previous year due to failure to pay their dues may be reinstated as an Active Member upon payment of a reinstatement fee as approved by and at the discretion of the BOD.
  7. Lifetime Members and Associate Members are exempt from payment of Association dues.
- B. Expenses:
1. Actual necessary expenses spent in connection with the business of the Association by the officers, trustees, and any appointed officeholders or committee members shall be reimbursed from the funds of the Association.
  2. Expense accounts, in detail and with supporting documentation attached, must be submitted before any reimbursements are approved.
  3. All necessary and ordinary expenses, and others deemed appropriate by the Board, shall be approved by both the President and Treasurer of the Association.
  4. Expenses (other than necessary and ordinary operating expenses) must be approved by a simple majority vote of the BOD in writing, by voice, electronically and/or in person.

## **IX. MEETINGS**

- A. Continuing Education Meetings
1. Continuing education and training meetings will be scheduled throughout the year as the BOD deems appropriate to enhance the level of officiating competency, to disseminate pertinent information and to service the general needs of the membership of the Association.
  2. Referee training meetings or clinics will be scheduled to meet the requirements of affiliated organizations (OHSAA, NISOA, USSF, etc.) of this Association with special emphasis on the months of July, August, September, and October, at locations and times to be determined.
  3. Members will be notified of and encouraged to attend upcoming scheduled continuing education meetings and training opportunities via mail, e-mail or electronic posting.
  4. Such meetings shall not be used to conduct any official business of the Association.
- B. Annual Meeting
1. Members of the Association shall be notified in writing or by electronic communication at least thirty (30) days in advance of the Annual Meeting, typically held in November or December each year.
  2. Any item or issue may be presented to the membership for discussion or approval and, except for the election of officers and trustees, any vote to be taken may be by voice, by show of hands, by standing, or by balloting. The President shall establish the method of voting, unless the BOD instructs the President on the method of voting to be utilized.
  3. A quorum for the Annual Meeting of the Association shall consist of twenty-five (25) eligible voting members present at the meeting. The Secretary will certify that a quorum of eligible voting members is present prior to any vote being taken.
  4. The affirmative vote of a majority of the total votes cast by the eligible voting members present at the Annual Meeting, at which a quorum is present, shall be necessary for the authorization or the taking of any action voted upon by the membership. In the event a member abstains from voting, such abstention shall not be counted as part of the total number of votes cast.
- C. Board of Directors Meetings
1. BOD meetings may occur face to face or virtually, as mediated by communications technology, such as a telephone conference call, a Skyped conference call or a videoconference, etc.
  2. Meetings of the BOD may be called by the President, or by written or electronic request of at least four (4) members of the BOD of this Association.
  3. Notice of the time and place of a BOD meeting shall be given to each BOD member at least forty-eight (48) hours prior to the meeting via telephone, personal contact, in writing, by e-mail or by electronic posting.

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4. The BOD meetings shall be to discuss and outline policy, plan upcoming events, consider matters regarding discipline or ethical violations, and to conduct any other required business of the Association.
5. A quorum shall consist of six (6) of the eligible voting members of the BOD and who must be present for any action to be taken. A simple majority vote of those present and voting shall be considered binding.
6. Any authorization or action may be taken by the BOD without a meeting, provided a unanimous affirmative vote of approval of the action has been confirmed in writing or via electronic means from all eligible voting members of the BOD.
7. BOD meetings are open to individual members only by written invitation via letter or electronic means, and must be approved by the President or a majority of the BOD.
8. Any member of the Association in good standing may request to be placed on the BOD meeting agenda providing the request is made at least thirty (30) days prior to the meeting. This requirement may be waived at the discretion of the majority of the BOD.

## **X. NOMINATIONS AND ELECTIONS**

### **A. Nominating Committee**

1. The President shall appoint a Nominating Committee consisting of three (3) members of the Association at least thirty (30) days prior to the date of the elections.
2. The Nominating Committee shall prepare a list of nominees for each scheduled elective office and trustee positions.
3. Nominations shall come from the list of MSOA members in good standing. The Secretary will certify for the Nominating Committee that all nominees are eligible.
4. Additional nominations may be made from the floor by the general membership at the meeting elections are being held. The Secretary will certify that all nominees are eligible prior to voting taking place.
5. Persons may run for more than one BOD position, but they may not serve MSOA in multiple elected positions.
6. The order of election shall be: President, Vice President, Secretary, Treasurer, Trustees (subject to the schedule of elections in the Constitution of this Association).

### **B. Annual Elections**

1. Elections for the Board of Directors shall be held at the Annual Meeting.
2. Terms of office and the schedule of positions to be elected shall be as stated in the Constitution of this Association.
  - a) Elections for the President, Vice President, and three (3) Trustees shall be held in odd-numbered years.
  - b) Elections for the Secretary, Treasurer, and three (3) Trustees shall be held in even-numbered years.
3. Elections shall be conducted by written ballot of those eligible voting members present. In uncontested elections, affirmation may be made by a verbal vote.
4. The President or presiding officer shall appoint a committee of non-candidate members to conduct the counting of the ballots.
  - a) Officers shall be elected by a simple majority vote of the ballots cast. When there are three (3) or more nominees and no candidate receives a majority of the votes cast, there shall immediately be a run-off election between the top two vote-getters.
  - b) In the voting for the Trustee positions, the three (3) candidates with the highest vote totals shall be elected.
  - c) In the event of a tie-vote for any BOD position, a run-off election shall be held immediately.
5. A BOD member may only hold one elected position at a time within MSOA.

### **C. Transfer of Office:**

1. Newly elected officers shall take office immediately prior to the adjournment of the Annual Meeting at which they were elected.



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2. If the Immediate Past President chooses not to serve, the position shall remain vacant unless a majority of entire BOD (6 or more) invites another former Past President to assume the balance of the term.
3. Each member of the BOD at the expiration of their term in office shall deliver to their successor all documents, equipment, assets and other property of this Association in their possession.

## **XI. AMENDMENTS**

- A. These By-Laws may be amended by an affirmative vote of a majority (6 or more) of the entire BOD. Voting shall be by written or electronic ballot, or by a simple show of hands. In the event a board member abstains from voting, such abstention shall not be counted as a vote.

## **XII. EFFECTIVE DATE, REPEALER AND TRANSITIONAL PROVISIONS**

- A. These By-Laws are an amendment in its entirety of all prior enacted By-Laws of this Association, and upon its adoption, all of those prior By-Laws are repealed. These By-Laws shall be effective upon the affirmative vote of at least six (6) BOD members, 30 days from notification to the membership.

*These By-Laws were adopted by MSOA Board of Directors on April 23<sup>rd</sup>, 2013. (Last amended – November 2006).*

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Steve Frechtling, MSOA Secretary