

BYLAWS OF MICHIANA SOCCER REFEREE ASSOCIATION, INC.

ARTICLE I PURPOSE AND IDENTIFICATION

1.1 Name

The name of the Corporation is MICHIANA SOCCER REFEREE ASSOCIATION (MSRA).

1.2 Purposes and Mission

- (1) educate, train, develop and provide instruction for soccer referees
- (2) promote the welfare of the game of soccer, its players and referees
- (3) maintain the highest standards of soccer refereeing
- (4) encourage the spirit of fair play and sportsmanship
- (5) have available at all times an adequate number of thoroughly trained and capable referees
- (6) promote the uniform interpretation and administration of the laws / rules of the game by all referees
- (7) perform any purpose which not-for-profit corporations are authorized under the "ACT"

1.3 Principal Office

The principal office of the Corporation shall be located at 51151 Streamwood Dr., Granger, Indiana 46530.

1.5 Calendar Year

The Corporation shall have a calendar year, at the beginning of the first day of January and end at the close of the last day of December next succeeding.

ARTICLE II AFFILIATION & MEMBERSHIP

2.1 Affiliation

- (1) The Corporation will be affiliated with the St. Joseph Valley Athletic Officials' Association, a Indiana not-for-profit corporation. Said St. Joseph Valley Athletic Officials' Association, or any successor Association, may designate a new Association with the agreement of the Corporation, which new Association shall succeed and replace the prior Association and which new Association will then carry out all of the responsibilities of the past Association.
- (2) The Corporation shall at all times comply with the rules and regulations of that Association.

2.2 Ex-Officio Members

The Corporation will from time to time appoint Ex-Officio Members to the Board of directors who shall each be appointed as members for one year terms as members of this Corporation.

2.3 Membership

The Corporation will have two classes of membership

- (1) Voting members
 - (1) Adults
Must hold one of the following licenses, IHSAA, USSF, NISOA or other licensure as approved by the Corporation.
 - (2) Eligibility
To all licensed soccer referee. He/She must meet the following requirements
 1. Licensed with the appropriate State or National organization.
 2. Current with all annual dues of each licensed organization
 3. Referee all games agreed to per schedule
 4. Be on time to scheduled games
 - (3) Term of membership
Member must be a licensed soccer official in good standing and in compliance with all regulations of the Corporation.
 - (4) Disciplinary Action
Failure to comply with the established authority or regulations of MSRA may lead to disciplinary action by the Disciplinary Committee of this Corporation. Any member disciplined has a right to a hearing after submitting grievances in writing to the discipline Committee.
- (2) Non-voting members
 - (1) Youth
Must hold the following license, USSF, or other licensure as approved by the Corporation.
 - (2) Eligibility
To all licensed soccer referee. He/She must meet the following requirements
 1. Licensed with the appropriate State.
 2. Current with all annual dues of each licensed organization
 3. Referee all games agreed to per schedule
 4. Be on time to scheduled games
 - (3) Term of membership
Member must be a licensed soccer official in good standing and in compliance with all regulations of the Corporation.
 - (4) Disciplinary Action
Failure to comply with the established authority or regulations of MSRA may lead to disciplinary action by the Disciplinary Committee of this Corporation. Any member disciplined has a right to a hearing after submitting grievances in writing to the discipline Committee.

ARTICLE III

MEETINGS OF THE MEMBERSHIP

3.1 Annual Meeting

There shall be an annual meeting of the voting Membership for the purpose of the election of Board Members in good standing with the Corporation, and any other business that may properly be brought before it. The agreement of a majority of the Board to fix the time and place of such meeting may be ascertained by correspondence and or email. At least sixty (60) days written notice of the time and place of the annual meeting shall be given to all voting Membership.

3.2 Regular Meetings

Regular meetings of the membership shall be held throughout the year at such times as determined by the Board of Directors.

3.3 Special Meetings

Special meetings of the membership may be called by the Chair of the Board of Directors (Chair). Special meetings may be call by the Chair on the written request of twenty percent (20%) the Board of Directors then in office.

3.4 Quorum

There is no quorum necessary to constitute a quorum for the transaction of business at any properly called meeting of the voting membership. The actions taken by the majority of voting membership present at each meeting constitute a quorum.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Governance

The affairs of this Corporation shall be managed by or under the direction of a Board of Directors, which shall have the overall responsibility for the operations of the Corporation. Said Board of Directors shall have all of the duties, powers and authorities as prescribed under the statutes of the State of Indian concerning an Indiana not-for-profit corporation.

4.2 Number

The number of Directors of this Corporation shall be twelve (12). The number of Directors may be varied from time to time within the limits set in the Articles by amendment of these Bylaws.

4.3 Appointment

The Board of Directors shall be divided in three (3) groups of four (4) and the terms staggered so that the terms of only one group expire per year. A Board member shall be limited to three (3) consecutive three-year terms.

4.4 Qualifications and Term

- (1) Directors shall be only those persons selected and appointed for such purpose by the voting membership.
- (2) The term of each Director shall be for three (3) years and until a successor has been duly appointed and qualified. A Director shall be limited to three (3) consecutive three-year terms.
- (3) The initial Board of Directors shall have terms consisting of two (2) years plus three (3) terms.

4.5 Removal, Resignation, Death

A Board member may be removed by the Board of Directors, by a majority of all Directors of the Board of Directors, representing greater than fifty percent (50%) at any time with or without cause. All rights, powers and privileges of any Board member of the Corporation in any corporate capacity, including as an officer or Director, shall cease for all purposes on the death, resignation or removal of such Board Member.

4.6 Vacancies

Vacancies in the Board membership by death, resignation or removal shall be filled by appointment by the Board.

ARTICLE V MEETINGS OF BOARD OF DIRECTORS

5.1 Annual Meeting

There shall be an annual meeting of the Board of Directors for the purpose of the election of officers and any other business that may properly be brought before it. The agreement of a majority of the Directors to fix the time and place of such meeting may be ascertained by telephone or correspondence. At least ten 9 (10) days written notice of the time and place of the annual meeting shall be given to all Directors.

5.2 Regular Meetings

Regular meetings of the Board of Directors shall be held at least two (2) times a year and/or at such other times as determined by the Board of Directors. At least ten (10) days written notice of the time and place of regular meetings shall be given to all Directors.

3.3 Special Meetings

Special meetings of the Board of Directors may be called by the President of the Board of Directors (the "President") on two (2) days notice to each Director, either personally, by mail, or (to the extent permitted by law) by e-mail, utilizing in each case the last address the Director registered with the Board of Directors. Special meetings may be called by the President in like manner and on like notice on the written request of twenty percent (20%) of the Board of Directors then in office.

5.4 Quorum

A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any properly called meeting of the Board of Directors, provided voting, however, that if a quorum is present at the start of the meeting and subsequently any Director leaves, that quorum shall continue to exist as long as there are at least five (5) of the Directors in office present.

5.5 Voting

Voting by proxy shall not be permitted. A majority of the votes cast at a meeting of Directors, duly called, and at which a quorum is present, shall be sufficient to take or authorize proper action.

5.6 Action Without Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if prior to such action a written consent of such action is signed by all members of the Board and such written consent is filed with the minutes of the proceedings of the Board of Directors. To the extent e-mail consents are permitted by law, the written consents will be deemed to exist when the e-mail address from which an affirmative response is e-mailed corresponds to the e-mail address registered with the Corporation for the Director who is making the response. Written copies of such e-mail responses shall be filed with the minutes for the proceedings of the Board of Directors.

5.7 Conference Call Meetings

Any or all of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear and communicate with each other, and participation in this manner constitutes presence in person at the meeting.

**ARTICLE VI
EXECUTIVE COMMITTEE**

6.1 Designation of Executive Committee

The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate two (2) or more Directors to constitute an Executive Committee. The designation of such Executive Committee, and the delegation of the authority herein granted, shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed on it or such member by law. The Board of Directors shall have the power at any time to increase or decrease the number of members of the Executive Committee, to fill the vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof subject to governing statutes.

6.2 Powers of the Executive Committee

During the intervals between meetings of the Board of Director, and subject to such limitations as may be required by law, these Bylaws, or by resolution of the Board of Directors, from time to time, the Executive Committee shall have an may exercise all the authority of the Board of Directors in the management of the corporation. The Executive Committee may also from time to time formulate and recommend to the Board of Directors for approval, general policies regarding the management of the affairs of the Corporation.

6.3 Meetings

Meetings of the Executive committee may be held at any time, place and upon such notice as may be from time to time determined by the Executive Committee.

6.4 Waiver of Notice

Notice of any meeting of the Executive Committee may be waived in writing either before or after the meeting or by attendance in person.

6.5 Quorum

A majority of the Executive Committee shall be necessary to constitute a quorum for the transaction of business at any properly called meeting of the Executive Committee.

6.6 No Proxy

Voting by proxy shall not be permitted.

6.7 Action Without Meeting

Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if prior to such action a written consent of such action is signed by all members of the Executive Committee and such written consent is filed with the minutes of the proceedings of the Executive Committee. To the extent e-mail consents are permitted by law, the written consents will be deemed to exist when the e-mail address from which an affirmative response is e-mailed corresponds to the e-mail address registered with the Corporation for the Director who is making the response. Written copies of such e-mail responses shall be filed with the minutes fo the proceedings of the Executive Committee.

6.8 Conference Call Meetings

Any or all of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear and communicate with each other, and participation in this manner constitutes presence in person at the meeting.

ARTICLE VII

OFFICERS AND COMMITTEES

7.1 Officers of the Corporation

The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers, assistant officers and agents as may be deemed necessary by and are appointed by the Board of Directors. The officers shall be ratified if their terms has not yet expired, or selected and nominated, at the annual meeting of said Board. The duties of each respective officer shall include those duties provided in these Bylaws, those duties which usually pertain to said respective offices, those duties which are specifically assigned by the Board of Directors from time to time, and all of which shall be subject to those limitations imposed by the Board of Directors. Any officer may be removed by the board of Directors at any time, with or without cause.

Unless otherwise sooner removed by the board of directors, unless otherwise provided herein, the officers shall serve for a term of three (3) years and until their successors are elected and shall qualify. In the case of any vacancy in any office of the Corporation, the vacancy shall be filled by the Board of Directors. No two offices shall be held by the same person at the same time.

7.2 President

- (1) The Board of Directors shall select a President who shall be its sole agent in the management of the Corporation, and who shall be the President of the Corporation. The President shall be given all necessary authority for, and shall be held responsible for, the administration of the Corporation in all its activities and throughout its organization, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors. He/She shall act as the “duly authorized representative” of he Board of Directors in all matters for which the Board has not designated another person for that specific purpose.
- (2) The President may give notice of any meeting, either of the members or the Directors, when called in accordance with the provisions of these Bylaws, and shall also perform such duties as are customary incident to the office of the President and such other duties as shall be directed by the Board of Directors.

7.3 Vice-President

Board appointed Vice-Presidents, if any, shall perform in the order established by the Board of Directors, the duties of the President in the case of death, absence, or inability of the President to act for any cause. The Vice-Presidents shall further carry out those duties and responsibilities specifically assigned to them by the Board of directors and the President.

7.4 Secretary

the Secretary shall cause to be given notice of all meetings fo the members or of the Board of Directors which are required, and shall cause to be kept records of their

proceedings, shall cause the corporate, if any, to be retained in a safe place, and shall cause an accurate list of members and Directors to be kept, with names and addresses, and shall perform such duties as directed by the board of Directors. Administrative duties consonant with the responsibilities of the office may be delegated by the Secretary to the President or to various assistant secretaries of the Corporation.

7.5 Treasurer

The Treasurer shall collect and keep an account of all monies received and expended for the use of the Corporation, shall deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board of Directors, shall make reports of the finances of the Corporation at each annual meeting and when called upon by the President, and shall perform such duties as shall be directed by the Board of Directors. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board of Directors, and at the expiration of his or her term of office, the Treasures shall turn over to his or her successor in office all books, money and other property in his or her possession. Administrative duties consonant with responsibilities of the office may be delegated by the Treasurer or to various assistant treasurers of the Corporation.

7.6 Committees

The Board of Directors may, from time to time, appoint such standing and special committees as may be deemed necessary and advisable in carrying out the work of the Association.

**ARTICLE VIII
AMENDMENTS**

8.1 Authority to Amend

These Bylaws and/or the Articles of Incorporation maybe amended or repealed at any regular meeting of the Board of directors, or at any special meeting, provided that notice of the proposed amendment or repeal shall be given in the notice of any such special meeting. Amendment or repeal shall be by the affirmative vote of a majority fo the members of the Board of directors entitled to vote at such meeting and present at such meeting

**ARTICLE IX
INDEMNIFICATION**

9.1 Indemnification

Directors, officers and employees of the Corporation shall be indemnified to the extent provided under Indiana Code's Chapter 23-17-16, as such provision exists upon the adoption of these Bylaws.

**ARTICLE X
MISCELLANEOUS**

10.1 Policies

The Board of Directors may, from time to time, establish new, and revised existing policies, as may be deemed necessary and advisable in carrying out the work of the Association.

10.2 Books and Records

Correct and completed books and records of accounts and transactions and minutes of the proceedings of the members and Board of Directors shall be kept by the Corporation.

The President of the corporation shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and financial statement of operations for the preceding calendar year, which shall be submitted at the first quarterly meeting of the Board of Directors following the close of the calendar year.

The President shall cause to be prepared a quarterly financial report. The President shall cause to be prepared an annual budget and program plan at the start of each calendar year.

10.3 Annual Reports and Budget Plans

(1) The Directors shall cause to be prepared monthly financial reports. They shall also cause to be prepared an annual report.

(2) The Directors shall cause to be prepared an annual budget and program plan at the start of each fiscal year.

10.4 Notices

Any notice by mail provided for herein shall be sent within the time period provided, addressed to the last known address shown on the corporate records, postage prepaid, by either regular mail, or in some other fashion reasonable calculated to give timely notice. Any notice required herein or by law may be waived by the person to be notified to the extent governing statutes permit. Where provided herein, notice may be in some other format, such as by telephone, personal notice or e-mail.

10.5 Periodic Review

These Bylaws shall be reviewed at least every two (2) years by the Board of directors, revised as necessary, and signed and dated to indicate the time of review or revision.