

**AMENDED AND RESTATED BY-LAWS**  
**CAPITAL AREA SOCCER REFEREES ASSOCIATION, INC.**  
(dated ~~February 23, 2019~~ March 2, 2024)

**ARTICLE I**  
**NAME AND OFFICES**

Section 1. Name. The name of the corporation is Capital Area Soccer Referees Association, Inc. ("CASRA").

Section 2. Principal Office. The principal office of CASRA shall be located in the State of Maryland at such permanent principal office as the Board of Directors shall determine. The Board of Directors may change the principal office from one location to another within the State of Maryland.

Section 3. Registered Office. CASRA shall have and continuously maintain in the State of Maryland a registered office and a registered agent whose office is identical with such registered office, as required by the Non-Stock Corporation Act of Maryland.

**ARTICLE II**  
**PURPOSE AND POWERS**

Section 1. Purpose. The purpose of CASRA, an independent organization of referees, shall be to organize, train, supervise and assign referees in order to provide qualified officials for soccer leagues, tournaments, indoor facilities, and schools, and to engage in other activities in support of soccer refereeing as determined by the Board of Directors of CASRA.

Section 2. Powers. CASRA shall exercise all such powers as may be required in the furtherance of its stated purpose, or purposes, as are not inconsistent with the laws of the State of Maryland.

**ARTICLE III**  
**MEMBERSHIP**

Section 1. Qualifications. Membership in CASRA shall be open to any referee ~~and to~~, any assignor, ~~instructor, or assessor who is registered with the USSF, NISOA, Maryland ISOA or the National Federation of State High School Associations. any mentor/coach actively involved in working for~~ CASRA matches assigned.

Section 2. Members Eligible to Vote and Serve as Elected Officers ~~and Directors~~. Members of CASRA eligible to vote ~~and to serve as elected officers and directors~~ ("Voting Members") shall be those active members of CASRA who meet the following qualifications: ~~(i) if referees, they~~

- A. Voting Members in CASRA shall be those active members in CASRA that have officiated at least twenty (completed 20) or more CASRA contracted matches, Assigned Matches in the preceding calendar year, or (ii) if an as a referee, assignor, instructor, or assessor, they are actively carrying out the duties associated with that position, as determined by the Board, or (iii) Currently serving on the Board as an or mentor / coach.

To be eligible to serve as an Elected Officer or Director until the end of their Current Term., a Voting Member needs to meet the following qualifications:

- A. In order to serve as an Elected Officer or Director, a Voting Member shall have completed 40 or more CASRA Assigned Matches as a Referee and hold a current USSF Certification; or
- B. Mentors/Coaches are also eligible to serve as an Executive Officer or Director if they are Voting Members and active working with CASRA Referees during the past 12 months; or
- C. Active Assignors are also eligible to serve as Directors. An active assignor is defined as an individual who assigns more than 200 matches per year.

The Secretary shall maintain a list of Voting Members. Any question concerning membership shall be handled by the Board.

Section 3. Non-Discrimination. No person shall, on the ground of race, color, national origin, sex, age, political beliefs, religious creed or sexual orientation and no otherwise qualified handicapped individual shall, solely by reason of his handicap, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity sponsored or operated by CASRA.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Board of Directors. The Board of Directors shall have a minimum of eleven (11) and a maximum of fifteen (15) members: the five (5) four (4) elected officers of CASRA (President, Executive Vice President, Vice President, Secretary and Treasurer), and ten (10) seven (7) to eleven (11) at-large Directors divided into three groups or classes, as provided in Sections 3.a and 3.b below. CASRA assignors are eligible for nomination and election to the Board, as at-large directors only, limited to no more than two assignors serving at any one time. Assignors not elected to the Board shall receive notice of and shall have the right to attend and speak at all regular Board meetings, but shall not have the right to vote. Any member of the Board of Directors who becomes an assignor during his/her term in excess of the above two-assignor limit shall immediately resign his or her position on the Board of Directors, serve out their current term and not be eligible for re-election until their election would not exceed the limit on the number of assignors serving on the Board. Directors and elected officers shall be elected pursuant to Article VI below.

Section 2. Qualifications. All Directors shall be Voting Members at the time of nomination, meet the requirements of Article III, Section 2 and must be at least eighteen (18) years of age. Upon election to the Board each Director must sign CASRA's Conflict of Interest and Confidentiality Policy which is Exhibit A to these By-Laws and is incorporated by reference.

Section 3. Term of Office. Members of the Board shall be elected and serve terms as follows:

- a. An elected officer of CASRA shall serve *ex officio* as director running concurrent with his or her term as an officer of CASRA. An elected officer shall serve a term of three (3) years commencing on the date of his or her election, and continuing until he or she resigns or is removed or is otherwise disqualified to serve, or his or her successor is elected and qualified, whichever occurs first. The five (5) four (4) officers shall be divided into three (3) Classes, The first shall be the President and Vice President, the second shall be the Executive Vice President and Secretary, and the third shall be the Treasurer; the terms of each Class shall expire in staggered years. Officers, except for the Treasurer, may serve no more than three (3) consecutive three-year terms to the office he or she is elected to.

b. An at-large Director shall serve a term of three (3) years commencing on the date of his or her election, and continuing until he or she resigns or is removed or is otherwise disqualified to serve, or his or her successor is elected and qualified, whichever occurs first. The ~~ten~~seven (7) to eleven (11) at-large Directors shall be divided into three (3) Classes, the first of which shall consist of ~~four (4)~~up to three (3) members and the second and third of ~~three (3)~~up to four (4) members each; the terms of each Class shall expire in staggered years. ~~No at-large Director may serve more than two (2) consecutive three-year terms.~~

Section 4. Vacancies. Vacancies on the Board shall exist on the death, resignation or removal of any at-large Director or elected officer serving *ex officio* as a Director.

a. Any at-large Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. The resignation of any Director who is required to resign upon becoming an assignor pursuant to Section 1 above shall be effective upon the end of his or her ~~appointment as an assignor~~current term. No at-large Director may resign if CASRA would then be left without a duly elected Director in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of Maryland.

b. Unless otherwise prohibited by the Articles of Incorporation, these ~~Bylaws~~By-Laws or provisions of law, vacancies on the Board may be filled by approval of the Board. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the expiration of the term of the Director being replaced or until his or her death, resignation or removal from office, whichever occurs sooner.

Section 5. Suspension or Removal. Any Director charged with theft, drug use or moral turpitude shall be suspended from participation as a member of the Board until legal resolution of the charge has been reached. Any Director may be removed by the Board whenever, in the Board's sole judgment, the actions of a Director threaten serious harm to CASRA, including conviction for theft, drug use or moral turpitude, or the Director has failed to attend three (3) consecutive meetings of the Board without reasonable cause notified to the President or Secretary.

a. The Secretary must send a notification in writing of a proposed removal and the basis for it to the Director subject to removal and to all other members of the Board at least seven (7) days prior to a meeting at which the proposed removal will be considered.

b. A two-thirds (2/3) vote of the Board members present and voting shall be necessary to remove a Director.

Section 6. Compensation. Elected Officers and At Large Directors, other than the Treasurer, shall not receive any compensation for serving as a director, but may receive compensation for any other service rendered to CASRA, subject to approval by the Board. Any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 7. Proxy. No Director is entitled to vote by proxy at a meeting of the Board.

Section 8. Quorum. ~~Seven (7)~~[Six \(6\)](#) members of the Board attending in person shall constitute a quorum for the transaction of business at any meeting of the Board; but if fewer than ~~seven (7)~~[six \(6\)](#) Directors are present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 9. Manner of Acting. Each member of the Board shall have one vote at any regular or special meeting of the Board. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the action of a majority vote of the Directors present at a meeting shall be the act of the Board.

Section 10. Officers of the Board of Directors. The President shall serve as Chairman of the Board. The Secretary shall serve as Secretary of the Board.

Section 11. General Powers. The governing power of CASRA shall be vested in the Board of Directors, the members of which shall possess all the powers and responsibilities conferred upon directors by law.

## **ARTICLE V OFFICERS**

Section 1. Officers. The ~~five (5)~~[four \(4\)](#) elected officers of CASRA shall be: a ~~President, an Executive Vice~~ President, a Vice President, a Secretary, and a Treasurer. The Board may also appoint an Executive Director, one or more additional Vice Presidents, an Assistant Secretary, an Assistant Treasurer, and such other officers with such titles as may be determined from time to time by the Board. A person may hold more than one non-elective office in CASRA.

Section 2. Qualifications. Officers shall be Voting Members at the time of nomination, [meet the requirements of Article III Section 2](#), and [must be](#) at least eighteen (18) years of age. [Upon election to the Board each Director must sign CASRA's Conflict of Interest and Confidentiality Policy which is Exhibit A to these By-Laws and is incorporated by reference.](#)

Section 3. Term of Office. Each CASRA officer shall serve a term of three (3) years commencing on the date of election, and serve until he or she resigns or is removed or is otherwise disqualified to serve, or his or her successor is elected and qualified, whichever occurs first. Officers, except for the Treasurer, may serve no more than three (3) consecutive three-year terms to the office he or she is elected to.

Section 4. Term Limits. [CASRA Officers \(other than the Treasurer\) are limited to three \(3\) consecutive terms of three \(3\) years each. At the end of three \(3\) terms or nine \(9\) years, the Officer must wait one year before running for an office.](#)

[Section 5. Vacancies](#). A vacancy in any of the elective offices, arising because of death, resignation, removal or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the Board, although the remaining Directors may be less than a quorum. Vacancies occurring in any other office, including Executive Director, appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

Section ~~56~~. Suspension or Removal. Any officer charged with theft, drug use or moral turpitude

shall be suspended from acting as an officer until legal resolution of the charge has been reached. Any officer may be removed by the Board whenever, in its sole judgment, the best interest of CASRA will be served thereby.

a. The Secretary must send a notification in writing of a proposed removal and the basis for it to the elected officer subject to removal and to all other members of the Board at least seven (7) days prior to a meeting at which the proposed removal will be considered.

b. A two-thirds (2/3) vote of the Board of Directors present and voting shall be necessary to remove an elected officer.

Section 67. Resignation. Any officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 78. Duties of Officers. The duties of the officers of CASRA are as follows:

a. President. The President shall serve as chairman of the Board of Directors and shall conduct all regular, special and annual meetings of CASRA and the Board. The President shall appoint, subject to confirmation by the Board, the members of standing, ad hoc, and special committees. The President shall exercise the general and executive management of CASRA and shall perform the duties usually incident to the office of the president.

~~b. Executive Vice President. c. Vice President. The Executive Vice President shall exercise the powers of the President in his or her~~their~~ absence and shall have such other duties as are assigned by the President or the Board. The Executive Vice President shall have the authority, in consultation with Board of Directors and the Executive Director, (if any), to appoint the assignors for CASRA. Assignors shall report to the Executive Vice President or the Executive Director (if any), as determined by the Executive Committee.~~

~~c. Vice President. The Vice President shall fulfill the duties of a Vice President as delegated by the President or Executive Vice President.~~

d. Secretary. The Secretary shall handle all correspondence; record the proceedings of all regular, special, and annual meetings of CASRA and the Board; give notice of meetings and other notices as required by these Bylaws and the laws of Maryland; maintain the files of CASRA; manage the Elections at the Annual Meeting; and in general perform all duties incident to the office of the secretary.

e. Treasurer. The Treasurer shall have charge of the financial affairs and property of CASRA. The Treasurer shall keep detailed accounts of CASRA, report in writing the state of finances of CASRA whenever required by the President or by the majority of the Board of Directors; have custody of all funds of CASRA; and shall perform all acts incident to the office of treasurer. The Treasurer may be required to give a bond for the faithful discharge of his~~their~~ duties in such amount as the Board may require and CASRA shall pay the premium for such bond. The Treasurer shall receive a stipend for their services as Treasurer in an amount determined by the Board of Directors.

f. Executive Director. The Executive Director, if appointed by the Board, shall be responsible for the day-to-day operations of CASRA and shall have such authority to execute documents and bind the CASRA as shall be delegated to him or her by the President in consultation with the Board. The Executive Director shall report to the President and the Board. The Executive Director shall be a non-voting member of the Board. The Executive Director may receive such compensation as determined by the Board.

g. Past President. The Past President's role is to provide continuity for CASRA and a transition period for the new President. The term of the Past President shall be for twelve (12) months following the election of a new president. The Past President shall serve at the pleasure of the Board after the initial twelve (12) month term. The Past President shall be a non-voting member of the Board.

h. Additional Officers and Agents. The President, with the approval of the Board, may appoint such other additional officers and agents, as may be deemed necessary, who shall perform such duties in the management of CASRA as the President in consultation with the Board may direct. Such additional officers and agents need not meet the qualifications for membership in CASRA. They may be compensated at rates set by the Board.

~~Section 8. Compensation of Elected Officers. Elected officers (other than the Treasurer) shall not receive any compensation for serving in that position. Any elected officer may receive reimbursement for actual expenses incurred in the performance of his or her duties. An elected officer may receive compensation for services performed outside of his or her duties as an elected officer, as approved by the Board.~~

## **ARTICLE VI ELECTIONS**

Section 1. Elections. Elections for the elected officers and at-large Directors of CASRA shall be held at the annual membership meeting of CASRA every year. Voting may be by ballot, or voice vote. The manner of election may include (but shall not be limited to) voting by electronic mail or other secure method, as determined by the Board. In the absence of any opposing candidates, the entire slate may be elected with one voice vote.

Section 2. Nominations. Candidates for elected officer and at-large Director shall be nominated as follows:

- a. The President shall appoint and the Board shall confirm a special Nominating Committee no later than the December 1 October 31 of each year. The Committee shall be announced to the membership together with a request for suggested candidates.
- b. The Nominating Committee shall consist of three (3) Voting Members of CASRA, two of whom shall not be current members of the Board of Directors.
- c. The Nominating Committee shall nominate a candidate(s) for each elected office and at-large Director position that is in a class year or will otherwise be vacant for the next year.
- d. Each nominee must meet the qualifications for the position set forth above.
- e. After securing the consent of the person(s) nominated, the Nominating Committee shall report their nominations to the President Board no later than December 3031 of each year.

ff. The Board shall review the nominations, ask questions about candidates and make suggestions for the ballot to be provided to the membership for the Annual General Meeting. The Nominating Committee will produce a final ballot for the Annual General Meeting.

g. In the call for the Annual Meeting of CASRA, the Secretary shall notify all Voting Members of the candidates for office and provide a ballot, either paper or electronic, if balloting is to be employed.

gh. At the Annual Meeting of CASRA, nominations may be made from the floor with the consent of the nominee and by a minimum of ten (10) Voting Members.

Section 3. Geographical Distribution. The Nominating Committee shall seek, but not be strictly required, to nominate candidates for elected officers and at-large Directors taking into account a geographical distribution for the whole Board to include representatives from the geographical areas where CASRA has significant contracts to provide officiating.

Section 4. Election of Officers. The nominated candidates for an elected office receiving a plurality of the votes of the Members for each office shall be declared elected.

Section 5. Management of Election. The Nominating Committee shall have charge of conducting the election, including determining the method of balloting and counting the ballots.

## **ARTICLE VII COMMITTEES**

Section 1. Appointment. Except as otherwise provided in these Bylaws, the President shall appoint and the Board shall confirm the appointments to, and the chair of, such standing, ad hoc, and special committees as are the President deems necessary to advance the work of CASRA.

Section 2. Standing Committees; Finance Committee. There shall be a standing Finance Committee, which shall, in its discretion, itself review, or cause to be reviewed, CASRA's financial books and records. The Committee may cause them to be audited if appropriate. The Committee shall report its findings to the Board.

Section 3. Ad Hoc and Special Committees. Ad hoc and/or special committees may be formed, as needed, from time to time at the discretion of the Board or the President to perform such functions as assigned. Unless otherwise designated by the Board or these Bylaws, ad hoc and special committees shall have a minimum of three (3) members, at least one (1) of whom shall not be a member of the Board of Directors.

Section 4. Executive Committee. There shall be an Executive Committee, which shall conduct the business of CASRA between regular business meetings of the Board, and shall have the responsibility of reviewing proposed major contracts, bids and lines of business. Minutes shall be taken of all meetings and actions taken and shall be included in the permanent records of CASRA. ~~Such minutes shall be circulated to all members of the Board within a reasonable period of time.~~ The Executive Committee may exercise the authority of the Board, except that the Board of Directors may subsequently overrule such Executive Committee actions at its next regularly scheduled business meeting.



- a. The members of the Executive Committee are: the President, the ~~Executive~~ Vice President, the Executive Director, if any, as a non-voting member, two at-large Directors, neither of whom may also be an assignor, and the Treasurer.
- b. The President shall be the chairman of the Executive Committee.
- c. The Secretary may be requested to attend Executive Committee meetings to take minutes, but is not required to be an ex officio member.
- d. The Executive Committee shall notify the Board of Directors of the date the Executive Committee intends to meet prior to the Meeting Date and shall submit the minutes of all meetings to the full Board of Directors no later than 5 days after the meeting date.

Section 5. Committee Meetings. Committees of CASRA shall meet upon the call of the committee chairmen or at least a majority of the concerned committee membership.

Section 6. Reporting. All committee chairmen shall be prepared to report on the activities, actions, and findings of their committees at each regular business meeting of the Board. Minutes shall be taken of all meetings and actions taken and shall be included in the permanent records.

## **ARTICLE VIII MEETINGS**

Section 1. Annual Meeting. The Annual Meeting of the Members of CASRA shall be held in February of each year, on a date, time and location to be determined by the Board, which shall be announced to the Members no later than twenty-one (21) days before the meeting. The Voting Members shall elect CASRA's elected officers and at-large Directors at the Annual Meeting.

Section 2. Regular Board of Directors Meetings. The Board shall meet at least once during each quarter of the year. The Board shall set the time and location of each regular Board meeting. The Secretary shall give at seven (7) days' notice of all regular meetings of the Board.

Section 3. Special Meetings Board of Directors. Special meetings of the Board, as may be required from time to time, may be called by the President or whenever the Secretary is requested to do so by at least three (3) Directors. The President shall set the time and location of all special meetings. At least three (3) days' notice shall be given by the Secretary to all Directors of a special meeting.

Section 4. Notice. Whenever any notice whatever is required to be given by these Bylaws, the Articles of Incorporation, or by law, a waiver thereof in writing, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance by any Director at any meeting shall be deemed a waiver of notice thereof, unless in attending, the Director's sole purpose is to object to the holding of the meeting. Notices of special meetings of the membership or of the Board shall state the purpose(s) for which the meeting is called.

Section 5. Quorum for General Membership Meetings. A minimum of twenty-five (25) Voting Members attending a meeting of the general membership (annual or special) properly called shall constitute a quorum for the transaction of business; but if less than such quorum is present at a meeting, a majority of the Voting Members present may adjourn the meeting without further notice.



Section 6. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee consent thereto in writing, and the writing or writings are filed with the minutes or proceedings of the Board or committee.

Section 7. Participation by Conference Telephone or Video. Members of the Board, or any committee thereof, may participate in any meeting of the Board, or such committee, by means of conference telephone, conference video or similar communications equipment, by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 8. Procedural Rules. All meetings of CASRA shall be conducted in accordance with Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

## **ARTICLE IX FINANCE**

Section 1. Funds. The funds of CASRA shall be deposited in such banks or trust companies as the Board shall designate, and shall be withdrawn upon the check, debit or order signed as follows: for more than \$2,000 by at least two officers, as determined by the Board, except in the case of payments to referees or assignors in the normal course of business and expenses provided for in a budget approved by the Board: or approved in accordance with Article IX, Section 6.

Section 2. Fiscal Year. The fiscal year of CASRA shall begin on the first day of January and end on the 31st day of December.

Section 3. Books and Records.

a. CASRA shall keep correct and complete books and records of account and shall keep minutes of the annual meeting of the membership and meetings of the Board and committees having any of the authority of the Board. The books, records, and papers of CASRA shall be kept at the principal or registered office unless in the hands of counsel or accountant or on official business.

b. The books, records, and papers of CASRA shall at all times be subject to inspection by any Voting Member of CASRA during reasonable business hours.

Section 5. Financial Statement. The Board shall cause to be prepared, at least sixty (60) days after the conclusion of the fiscal year, a statement of the physical and financial condition of CASRA for the concluding fiscal year, and a consolidated balance sheet showing the assets and liabilities of CASRA.

Section 6. Authority to Execute. No obligation on the part of CASRA shall be entered upon without the prior approval of the Board or Executive Committee, except as to (i) matters involving less than one thousand dollars (\$1,000.00); (ii) payment of fees for performance of duties as instructor, assessor, assignor or referee; or (iii) budgeted expenses previously approved by the Board.

Section 8. Expenses. The Treasurer is authorized to pay the reasonable expenses of officers and directors incurred in the normal execution of their duties on behalf of CASRA in accordance with the budget.

## **ARTICLE X INDEMNIFICATION**

Section 1. Who May Be Indemnified. CASRA shall indemnify each director, officer, or agent against liabilities (including judgments and fines and reasonable attorney's fees, cost, and expenses) incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitral, or investigative (any of which is hereinafter referred to as a "proceeding"), to which he or she may be made a party by reason of his or her being or having been a director, officer, or agent of CASRA, except in relation to any proceeding in which he or she has been adjudged liable because of willful misconduct, bad faith, or gross negligence involved in the conduct of his or her office or agency, or in relation to any criminal proceeding in which he or she had reasonable cause to believe his or her conduct was unlawful (any of which behavior is hereinafter referred to as "misfeasance"); *provided*, however, that even if he or she is guilty of misfeasance he or she shall be entitled to such indemnification as shall be finally ordered by a court.

Section 2. Misfeasance. In the event of the disposition of any proceeding in which no determination or misfeasance has been made, such indemnity shall be conditioned upon a prior determination that the director, officer, or agent acted in good faith and without misfeasance, and that such payments or obligations are reasonable. Such determination shall be made by:

- a. the Board by a majority vote of a quorum consisting of directors who were not parties to such proceeding, or
- b. independent legal counsel in a written opinion, if such a quorum is not obtainable, or, even if obtainable, if a majority of disinterested directors so directs.

Directors eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when any director, officer, or agent seeks indemnification. If the Board makes the determination, it shall rely, as to all questions of law, on the advice of independent counsel.

Section 3. Application. Expenses incurred in defending any proceeding may be paid by CASRA in advance of the final disposition of such proceeding, if authorized in the manner set forth in the preceding section, upon receipt or an undertaking by or on behalf of the director, officer, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification. Every reference herein to director, officer, or agent shall include every director, officer, or agent or former director, officer, or agent of CASRA and, in all such cases, the heirs, executors, and administrators of such officer, director, or agent. The right of indemnification hereby provided shall not be exclusive of any other right to which any director, officer, or agent may be entitled. It is the intent of this Article that indemnification to the full extent allowed by the laws of Maryland be available at the discretion of the Board.

## **ARTICLE XI AMENDMENTS**

The Articles of Incorporation and Bylaws may be amended, repealed, or suspended in whole or in part, by a three-fifths vote of the votes eligible to be cast by the Voting Members present and in good standing at any duly authorized general membership meeting. Proposals for amendment or repeal of the Articles of Incorporation or the Bylaws must be made in writing and submitted to the

Secretary so as to allow at least twenty-one (21) days notice to all members prior to such date for voting.

## **ARTICLE XII MISCELLANEOUS**

Section 1. Policy and Procedures. The Board of Directors may adopt such policies and procedures for referees as are deemed necessary or advisable for carrying out the purposes of CASRA.

Section 2. Non-Liability for Corporate Obligations and Debt. Directors, officers, employees, assignors, referee members of CASRA, and agents shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 3. Construction. In the event of a conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control. In the event of a conflict between these Bylaws and CASRA's policies and procedures, these Bylaws shall control.

Section 4. Dissolution. CASRA may be dissolved at any time by the written consent of no less than two-thirds of the Board and a two-thirds vote of the Voting Members. . A proposal for dissolution of the Corporation must be made in writing and submitted to the Secretary so as to allow at least twenty-one (21) days notice to all Voting Members prior to consideration of such proposal at a general membership meeting. Upon the dissolution of this organization, 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.

Section 5. Effective Date. These Bylaws shall become effective ~~February 19, 2019~~March 2, 2024. At that time, all previous Bylaws are repealed.

Exhibit A to Capital Area Soccer Referees Association, Inc. By-Laws



Capital Area Soccer Referees Association, Inc.  
Conflict of Interest and Confidentiality Policy  
Adopted December 22, 2023

Article I - Purpose

The purpose of the conflict-of-interest and confidentiality policy is to protect this tax-exempt organization's, the Capital Area Soccer Referees Association, Inc. (the "Organization"), interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction and the confidential information of the Organization. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II - Definitions

1. Interested Person – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.
2. Financial Interest – A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family relationships, including, but not limited to:
  - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement,
  - d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A Financial Interest isn't necessarily a conflict of

interest, Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Article III - Procedures

1. Duty to Disclose – In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists- After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
  - a. An Interested Person may make a presentation at the governing board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the governing board shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization best interest, for its own benefit, and whether it is fair and reasonable, in conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflict of Interest Policy
  - a. If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the



member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegate powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## Article V - Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

-

## Article VI - Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflict-of-interest policy.
2. Has read and understands the policy.
3. Has agreed to comply with the policy, and

4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

## Article VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

## Article VIII - Use of Outside Experts

When conducting the periodic reviews, as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## Article IX – Confidentiality

Interested Persons will receive confidential information relating to financial information, client information, business concepts, business strategies, business opportunities and business relationships of the Organization. Interested Persons agree to hold all confidential information in trust and confidence and shall not disclose the confidential information to any third party under any circumstances, unless required by law or legal order or the third party agrees to be bound to a confidentiality agreement.

I, \_\_\_\_\_, a member of the board of directors of the Capital Area Soccer Referees Association, Inc. do certify the following:

1. I have received a copy of the Capital Area Soccer Referees conflict-of-interest and confidentiality policy.
2. I Have read and understand the policy.
3. I agree to comply with the policy, and
4. I understand that the Capital Area Soccer Referees Association is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signature:

\_\_\_\_\_

Printed Name:

\_\_\_\_\_

Date:

\_\_\_\_\_

I, \_\_\_\_\_, the Executive Director of the Capital Area Soccer Referees Association, Inc. do certify the following:

1. I have received a copy of the Capital Area Soccer Referees conflict-of-interest and confidentiality policy.
2. I Have read and understand the policy.
3. I agree to comply with the policy, and
4. I understand that the Capital Area Soccer Referees Association is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signature:

\_\_\_\_\_

Printed Name:

\_\_\_\_\_

Date:

\_\_\_\_\_

I, \_\_\_\_\_, a member of a committee of the board of directors of the Capital Area Soccer Referees Association, Inc. do certify the following:

1. I have received a copy of the Capital Area Soccer Referees conflict-of-interest and confidentiality policy.
2. I Have read and understand the policy.
3. I agree to comply with the policy, and
4. I understand that the Capital Area Soccer Referees Association is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Signature:

\_\_\_\_\_

Printed Name:

\_\_\_\_\_

Date:

\_\_\_\_\_