



GOVERNING DOCUMENTS (BYLAWS) FOR THE  
WASHINGTON STATE REFEREE COMMITTEE  
APPROVED AUGUST 12, 2015



## **Bylaws**

### **Washington State Referees Committee**

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#### **Article I. Name**

The organization shall be known as the WASHINGTON STATE REFEREE COMMITTEE, (“SRC”), operating as a non–profit organization under the laws of the State of Washington.

#### **Article II. Affiliation**

The SRC shall be affiliated with the United States Soccer Federation (“USSF”) and only serve, as appropriate, those associations or organization also affiliated with USSF.

#### **Article III. Objective**

The State Referee Committee (SRC) shall oversee the administration of the Federation Referee Program within the State of Washington including the training, development, instruction, assignment, and assessment of referees for all forms of competition overseen by the Federation.

The State Referee Committee shall develop the appropriate procedures and policies for oversight of referees, instructors, assessors, and assignors that perform their respective functions in competitions overseen by the State Associations. Such procedures and policies shall not conflict with the policies of the Federation Referee Program.

#### **Article IV. Administration**

A The SRC shall be governed by a Board of Directors (“Board”), consisting of the Appointed Officers, according to its Articles of Incorporation and Bylaws.

B Composition of the Board shall be as follows:

C Appointed Officers, who are voting members of the Board, shall be:

- a. Chairperson (Only votes as a tiebreaker). The positions of Chairperson and State Referee Administrator (SRA) may be combined with the joint agreement of the two State Associations. If the two roles are combined, “Chairperson and SRA” are assumed to be one person for the remainder of this document.
- b. State Referee Administrator (SRA)
- c. State Youth Referee Administrator (SYRA)
- d. State Director of Instruction (SDI)
- e. State Director of Assessments (SDA)
- f. State Director of Assignment (SDofA)
- g. Treasurer
- h. Secretary
- i. Youth Association Representative
- j. Adult Association Representative

D Automatic Roles, who serve due to their position with an affiliated State Association:

- a. State Youth Soccer President or designee (non-voting, ex-officio)
- b. State Adult Soccer President or designee (non-voting, ex-officio)



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- E Affiliated Roles that do not carry a vote, and are appointed by the Board:
- Webmaster(s)
  - Registrar
  - US Soccer Local Area Coordinator (LAC), if located in the State of Washington
  - State FUTSAL Officials Representative / Coordinator, if appointed
  - High School Referees Representative, if appointed
  - College Referees Representative, if appointed
  - Coordinator for Underserved Communities, if appointed
  - Various assistants to the voting members of the Board
- F Limitations and Inability to Serve:
- In the event the Chairperson is absent or unable to serve, the order of precedence for acting as Chairperson Pro Tem shall be as numbered above (descending in order IV. C).
  - The role of SRA with both the State Board or the Executive Committee and the State Associations is restricted by US Soccer Policy. This Policy shall be followed.
  - The roles of the Presidents and Treasurers of the State Associations with the SRC are restricted by US Soccer Policy. This Policy shall be followed.
  - Conflict of Interest - Conflicts of interest by SRC Board members shall be disclosed to the SRC. Those conflicts will be discussed and may be approved by the SRC. Any conflict of interest by an SRC officer that is not disclosed to and approved of by the SRC Board is not permitted.
- G Officers under Article IV section B shall be appointed as follows:
- Chairperson – Appointed jointly by the Youth State Association and Adult State Association Presidents to serve a two year term. May be re-appointed at the discretion of the State Associations.
  - SRA – Appointed jointly by the Adult and Youth State Associations within the State. A mutually acceptable nominee will be selected by the US Soccer Referee Committee and the Board when the State Associations cannot agree. The SRA shall be appointed for a specified two (2) year term and may be reappointed. An interim SRA may be appointed, as provided in this section, to fill a vacancy during the specified two (2) year term.
  - SYRA – Appointed by the Youth State Association President after consultation with the SRA. The SYRA shall be appointed for a specified (2) two year term. The SYRA may be reappointed. An interim SYRA may be appointed to fill a vacancy during the specified two (2) year term.
  - SDA and SDI, SDofA, Treasurer and Secretary – Appointed by the State Referee Committee after SRA consultation with the State Association Presidents, for an initial appointment of two (2) years, with subsequent appointments at the pleasure of the State Referee Committee Board.
  - Youth Association Representative and Adult Association Representative shall be appointed by their respective State Associations, for an initial appointment of two (2) years, with subsequent appointments at the pleasure of their respective Presidents.



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#### H Succession Planning:

Each person holding an SRC member role is encouraged to identify individuals that may be considered for replacing them for succession planning purposes. Such individuals will be considered by the Board, and may serve as an assistant under the appropriate SRC member. If Succession to an SRC position is imminent, a potential candidate would still need to be appointed through the process described above in Article IV, Section C

### **Article V. Duties and Responsibilities**

#### A The State Referee Committee shall

##### a. Financial:

- 1) Retain independent auditors to conduct either a financial review or audit each year of the financial records of the State Referee Committee;
  - 2) Promptly provide copies of each financial review or audit to the Federation and each of the two State Associations;
  - 3) Submit a semiannual report on the operations of the State Referee Committee for the prior six months, including financial statements; and
  - 4) File with the Federation and each of the two State Associations copies of its governing documents and amendments to those documents.
- b. Oversee the administration of the Federation Referee Program within its respective State Association including the training, development, instruction, assignment, and assessment of referees for all forms of competition overseen by the Federation.
- c. Develop the appropriate procedures and policies for oversight of referees, instructors, assessors, and assignors that perform their respective functions in competitions overseen by the State Associations. Such procedures and policies shall not conflict with the policies of the Federation Referee Program.
- d. Develop the appropriate procedures and policies for oversight of referees, instructors, assessors, and assignors that perform their respective functions in competitions overseen by the State Associations. Such procedures and policies shall not conflict with the policies of the Federation Referee Program.

#### B The Chairperson:

- a. Shall preside over all business of the State Referee Committee.
- b. Shall form sub-committees as is deemed necessary, and
- c. Shall serve as Liaison Officer with other organizations in the soccer community, such as, but not limited to, USSF, State Adult Association, State Youth Association, contracted Leagues, and tournament officials.

#### C The State Referee Administrator (SRA):

- a. Shall assist the Chairperson in conducting the business of the State Referee Committee, and shall work in cooperation with the State Referee Committee in implementing and administering all Federation programs for officials, instructors, assignors, and assessors within the State that they are registered and shall serve as liaison between the State Associations.
- b. May appoint assistants.



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- D The State Youth Referee Administrator (SYRA):
- Shall be responsible for developing referees of Youth games and oversee their growth within the referee ranks.
  - Shall be responsible for assigning officials to all intra-state Youth Cup games.
  - May appoint assistants.
- E The State Director of Instruction (SDI):
- Shall be a currently certified USSF State Instructor, or will become certified as soon as practical after appointment, and
  - Shall conduct training activities and coordinate instruction throughout the state.
  - May appoint assistants.
- F The State Director of Assessments (SDA):
- Shall be a currently certified USSF State Assessor, or will become certified as soon as practicable after appointment.
  - Shall coordinate and execute the Assessment process for upgrading referee levels for all USSF referees in the State.
  - May appoint assistants, and
  - Shall be available to do official USSF assessments for the members at the current USSF assessor's fee rate.
- G The State Director of Assignment (SDofA):
- Shall be a USSF certified referee assignor.
  - Shall have overall responsibility for directing and coordinating the assignors throughout the state.
  - May appoint Assistants.
- H The Treasurer:
- Shall be responsible for all funds and accounting related to the business of the State Referee Committee.
  - Shall present to the membership at each regularly scheduled membership meeting, an interim financial report, including incomes and expenditures.
  - Shall file a final annual financial report at the end of each Fiscal Year to State Youth Association, and State Adult Association, and at the end of each Calendar year to USSF.
  - May appoint assistants.
- I The Secretary:
- Shall be responsible for all correspondence, minutes of meetings, internal written communications, and for keeping records of same.
  - Shall produce and distribute newsletters and / or social media as deemed necessary by the SRC.
- J The Youth Association Representative:
- Shall be the primary liaison with State Youth Association regarding coordinating and representing the positions of Youth soccer in Washington.



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K The Adult Association Representative:

- a. Shall be the primary liaison with State Adult Association regarding coordinating and representing the positions of Adult soccer in Washington.

#### **Article VI. Vacancy, Interim, Removal and Dissolve**

A Vacancy

- a. Vacant Officer Positions – should any officer position not be appointed, reappointed nor designated as interim the position is vacant. Expired Officers – that is officers whose term has expired, have not been reappointed nor designated as interim – may continue to serve until the next SRC Quarterly Board Meeting. If not then reappointed nor designated as interim, the Board position is vacant.
- b. For the Chairperson, SRA or SYRA vacancies, these shall be appointed by the appropriate State Youth Association and State Adult Association presidents and may be appointed to fill the vacancy for any agreed duration up to the remaining unexpired term.
- c. Other Officers – the Chairperson, Acting Chairperson, or SRA if operating with a combined Chairperson / SRA may appoint an individual to temporarily fill any non-Chairperson, SRA or SYRA vacancy on the SRC until the next SRC meeting when the Board shall appoint a replacement to fill the vacancy for any agreed duration up to the remaining unexpired term.

B Interim Officers – as appointed above, fill the vacancy for any agreed duration up to the remaining unexpired term.

C Removal of Officers – except for the Chairperson, SRA and SYRA, individual officers may be removed from office with or without cause by a majority vote of the Board. The Chairperson, SRA or SYRA may be removed only by the appointing State Associations.

D Dissolve – should the State Association Presidents agree that the whole of the SRC needs to be dissolved (all members removed) they may do so without cause. Such agreement and action must be legally documented by both State Association Presidents and with legally documented concurrence from the appropriate representative of US Soccer.

#### **Article VII. Annual General Meeting (AGM)**

The AGM shall be held in August of each year. The purpose of the AGM shall be to:

- A Appoint Officers as needed, and to vote on any proposed amendments to the Bylaws, properly presented. Such amendments, if passed, become incorporated immediately.
- B Approve the annual budget for the next fiscal year.
- C Receive a report of the state of affairs of each SRC officer's area of control.
- D Discuss and approve of any changes in policy and procedures.

#### **Article VIII. The Order of Business**

The order of business shall be determined by an agenda, prepared by the Chairperson, and published along with the meeting notice and distributed to the SRC at least seven (7) days prior to any regularly scheduled meeting. A quorum will be defined as a majority of the Voting SRC Officers for the meeting to be official.



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#### **Article IX. Liability and Indemnification**

A The SRC shall not assume, nor be liable for:

B Any debts or financial obligations, implied or incurred, either direct or indirect,

C Injuries or damages, caused by the actions of any representative of this Board or any licensed referee in the state, or caused by any other member of an associated organization.

D The SRC shall indemnify each person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (the "Proceeding") by reason of the fact that such person is or was a director or officer of the Corporation to the fullest extent permitted by the Washington Business Corporation Act, against all expenses, including, without limitation, attorneys' fees and any expenses of establishing a right to indemnification, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding, and such indemnification shall continue as to a person who has ceased to be such a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person; provided, the individual acted in good faith and in a manner reasonably believed to be in the best interests of the SRC, and in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and provided, further, that the SRC shall indemnify any such person seeking indemnity in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the SRC Board.

#### **Article X. Fiscal Responsibility and Risk Management**

A Each member of the SRC shall maintain Fiscal Responsibility for their area of control. For the Chairperson and Treasurer, the area of control is the entire organization.

B The Chairperson and Treasurer will ensure that the investment policy is reviewed at least annually and updated when necessary.

C The SRC shall maintain Directors and Officers insurance coverage of \$1M or higher as appropriate.

#### **Article XI. USSF Referees**

A Registration as a USSF Referee shall be open to anyone interested in soccer and soccer officiating based on the criteria set forth in the rules and policies of the USSF. An application, with membership fee, shall be submitted to the SRA for processing, once all training and other requirements are met.

B The SRC may nominate any person to USSF as a Lifetime Member. Such person(s) shall not be required to pay the State annual membership fee.





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#### **Article XII. Conduct**

A All referees and officers shall conduct themselves according to the SRC's articles of Incorporation and Bylaws, and the USSF Laws of the Game and Code of Ethics, published policies of the SRC, on and off the field, before, during and after any soccer match he/she officiates or meeting she/he attends. Eligibility to be registered as Washington Referee in Good Standing requires compliance and conduct as documented in these SRC Policies, etc.

B Every SRC member shall make a good faith effort to attend all regularly scheduled meetings or communicate the reason for absence to a SRC member beforehand.

#### **Article XIII. Meetings**

A Regularly scheduled Board meetings shall be held at least four times a year, quarterly. The purpose of the meetings shall be to conduct the business of the SRC. One of these meetings shall be the AGM as defined in Article VII. Annual General Meeting (AGM).

B The AGM requires a face-to-face quorum. Other meetings may, as appropriate, be face-to-face, use current conference call / video sharing techniques, or both. For conference / video meetings all media (documents, reports, etc.) must be distributed in advance or viewable by all attendees at the time of the meeting.

C Minutes of the previous regularly scheduled membership meeting shall be read. In addition to the reading of the minutes, a summary of the business by the SRC since the previous meeting shall also be presented.

D The Chairperson, in the preparation of the agenda, shall give first priority to any item of business submitted to the Board/Secretary at least five (5) days prior to the publishing of the agenda. Once added, no item shall be removed from the agenda but may be procedurally removed from the agenda at the meeting.

E At all regular meetings a quorum will be the simple majority of the voting members of the SRC.

#### **Article XIV. Fiscal Year and Reporting**

A The SRC's year shall run from September 1st to the last day of August of the following calendar year.

B The Treasurer shall be responsible for reporting the results of operations to the SRC, referees and interested parties, primarily via the SRC Website.

C The Treasurer shall be responsible for submitting:

1. Fiscal Year Financial statements to Youth Association and Adult Association
2. Calendar Year financial Statements to USSF.
3. Tax returns and other regulatory reporting documents to the appropriate agency when required.

D The Treasurer shall coordinate an annual "financial review" or "agreed upon procedure" with an independent CPA firm to perform specified limited procedures on cash balances, and expenditures. The purpose of the financial review or agreed upon procedures is to obtain some level of independent validation that cash balances are valid and exist, and that expenditures reasonably relate to the operations of the SRC.





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#### **Article XV. Amendments**

A Amendment of these Bylaws shall require a 75% vote of the SRC Board.

B Any proposed amendments must be received by the secretary at least thirty (30) days prior to the next SRC AGM meeting and any such amendments must be distributed to the SRC at least fifteen (15) days prior to next SRC meeting.

C Any proposed amendment to the Policy must be received by the secretary at least fifteen (15) days prior to the SRC meeting and the secretary must distribute such amendments to the SRC at least seven (7) days prior to the meeting.

#### **Article XVI. Resolution**

A resolution document may be used as a one-time waiver of technicalities in these Bylaws. Such resolutions require the signature of the Chairperson or SRA if there is no Chairperson and the Secretary. Approval of the resolution requires a unanimous quorum vote by the Board.

#### **Article XVII. Dissolution of the WASRC**

The WASRC can only be dissolved as follow:

A Upon a motion agreed by a the majority of the Board, and a vote of seventy-five percent (75 percent) of a quorum of the Board and then purposely dissolved following the process required by Washington State Law or

B Due to Court Order and then purposely dissolved following the process required by Washington State Law or

C Per Washington State Law – becoming administratively dissolved due to approximately three months of ignoring the required annual renewal filing and fee.

After satisfying all fiduciary duties and financial responsibilities, any and all remaining assets shall be returned as follows:

D The fractional share to be distributed to each State Association shall be determined according to the number of players register by each State Association, where the numerator of the fraction shall be the number of registered players, and the denominator shall be the combined number of players registered by both State Associations.

E If assets cannot be distributed as described above, 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 public purpose.

None of the funds distributed will be used for the benefit of individual WASRC members.