

**CONSTITUTION AND BY-LAWS of the
CENTRAL MISSOURI SOCCER REFEREES ASSOCIATION (CMSRA)**

(Effective July 1, 2019)

Article I: Name and Location

The name of this Association shall be the “Central Missouri Soccer Referees Association”, (CMSRA) with its headquarters in Columbia, Missouri. The CMSRA serves the Central Missouri area.

Article II: Goals and Objectives

The Association is a non-political, non-sectarian and non-profit organization established pursuant to and operating in compliance with the not-for-profit corporation laws of the State of Missouri. Its general goals are:

1. To promote, encourage and foster the development of effective skills and professionalism in soccer officiating in the Central Missouri area;
2. To promote and protect the common professional and casual interest of its members and to cultivate friendship and fellowship among them;
3. To cooperate with and aid organizations, teams, clubs, committees and individuals in:
 - (a) Correct interpretation and application of the laws of soccer as established by Federation Internationale De Football Associations (FIFA), United States Soccer Federation (USSF), and Missouri State High School Activities Association (MSHSAA), and
 - (b) Identifying, training and assigning qualified officials to referee soccer games at all levels.

Article III: Membership Requirements, Dues, and Duties of Membership

1. Any person who is a duly registered soccer referee with the USSF, MSHSAA, or National Intercollegiate Soccer Officials Association (NISOA), is of good moral and professional character, and complies with the requirements, duties and responsibilities of membership set forth in the Association’s Constitution and By-Laws shall have the right to be a member of this Association.
2. The membership term is July 1 through June 30, for which members shall be assessed annual membership dues of no more than thirty dollars (\$30.00), payable on the following terms:
 - (a) Membership dues shall be ten dollars (\$10.00) for members who are under eighteen (18) years of age.

- (b) Membership dues shall be thirty dollars (\$30.00) for members who are 18 years of age or older.
 - (c) For purposes of this Article, a member's age shall be determined as of July 1 of the year in question. Thus, the amount of dues owed by a new member shall be based on that member's age on July 1 of the year in which he or she joins the Association. The amount of dues owed for years subsequent to the year of initial registration shall be based on the member's age on July 1 of that year.
 - (d) Dues shall be paid to the Treasurer of the Association at the time of initial registration. Thereafter, annual dues shall be payable on July 1. Any member who fails to pay annual dues by July 1 shall be considered not in good standing and shall be suspended from membership in the Association. Said suspended member cannot vote on membership matters until all dues owed are paid.
3. Every member shall abide by the provisions of this Constitution and By-Laws as well as by all the decisions as may be duly adopted by the Association from time to time. No members shall commit any act or action that may be detrimental to the Association. Any member who fails to abide by the provisions of the Constitution and By-Laws or commits an act deemed detrimental to the Association may be suspended from membership or expelled from the Association by a vote of the Executive Board, per Article VI, Section 5. The accused member shall be notified in writing by the Secretary of the allegations and the sanction taken. The member may appeal the sanction by notifying the President or Secretary, in writing, within thirty (30) days of the date of the sanction that he/she wishes to appeal the sanction. A sanction may be appealed to the Association membership.
 4. Any appeal of a suspension or expulsion shall be taken up at the next general membership meeting that is scheduled to take place at least ten (10) days, but not more than thirty (30) days following the receipt of the appeal request by the President or Secretary. At said meeting, the suspended member/expelled ex-member and any members in good standing shall be given the opportunity to be heard, after which the members shall vote on whether to uphold the sanction. The sanction shall be overturned if two-thirds (2/3) of the members at the meeting vote to do so.
 5. All members in good standing have the right to vote on any Association matters and on election of the Association's officers, to serve on any Association committees that may be formed as well as to use any of its services. Any member in good standing may hold a Member-at-Large seat on the Association's Executive Board. However, only members in good standing eighteen (18) years of age and older may be elected or appointed to any of the other offices that make up the Association's Executive Board.
 6. No member of CMSRA shall be considered a CMSRA employee. CMSRA will not have employees.

Article IV: Executive Board: Election, Terms and Duties

1. The Association's Executive Board shall consist of the following seven (7) officers:

- President
- Vice President
- Secretary
- Treasurer
- Chief of Referees
- First Member-at-Large
- Second Member-at-Large

2. The term of office shall be one (1) year, with each officer being nominated and voted on in June. The candidate receiving the highest number of votes shall be declared elected for each office. The Executive Board shall appoint two members who are not serving on the Executive Board, and who have been a member for at least one (1) year, to oversee the solicitation and collection of nominations, to present the slate of candidates to the membership at the meeting prior to the election, and to tally the election votes. The Executive Board may authorize in-person, electronic or other methods of voting as appropriate.

3. The change of officers will occur on July 1 following the June election. Any vacancy occurring in any office shall be filled by appointment of the Association's Executive Board until the vacancy or vacancies are filled through the election process to serve for the remainder of the term of office in which he or she was elected.

4. The duties of the members of the Executive Board shall be as follows:

a. President:

- i. To act as the official representative of the Association;
- ii. To call and preside over all meetings of the Association and its Executive Board;
- iii. To enforce adherence to the Association's Constitution, By-Laws and decisions;

b. Vice President:

- i. To perform all the duties of the President in his or her absence, in which case the Vice-President shall have all the powers and responsibilities of the President;
 - ii. To carry out any other duties as may be assigned by the President or Executive Board.
- c. Secretary:
 - i. To act in the absence or in capacity of the President and Vice President, and in which event he or she shall have all of their powers and responsibilities;
 - ii. To keep a record of all decisions and correspondences of the CMSRA;
 - iii. To keep a record of the Executive Board's and Association's meetings;
 - iv. To file all necessary reports with the Missouri Secretary of State's Office to maintain the existence, in good standing, of the Association as a nonprofit corporation.
 - v. To carry out any other duties as may be assigned by the President or Executive Board.
- d. Treasurer:
 - i. To collect all dues and levies and other moneys; pay all orders and commitments; to keep a correct account of all receipts and disbursements; to report the true fiscal condition of the Association at each of its regular meetings; and annually prepare or have prepared a tax return and necessary tax and financial documents and to have same approved by the Executive Board.
 - ii. To pay any Association expenditures equal to or more than three-hundred dollars (\$300) only with the majority approval of the Executive Board.
 - iii. To track, collect, and record the Assigning Fee payments from the high schools.
 - iv. To carry out any other duties as may be assigned by the President or Executive Board.
- e. Chief of Referees:
 - i. To handle the Association's referee recruitment, instruction, referee clinics, mentoring and field assessment.
 - ii. To carry out any other duties as may be assigned by the President or Executive Board.

f. Member-at-Large:

- i. To carry out duties as may be assigned by the President or Executive Board.
5. Any member in good standing may request a vote on removal of an officer from the Executive Board, provided the request is made in writing and signed by at least five (5) members in good standing. Said request for a vote on removal of an officer from the Executive Board may be made to any then-current officer on the Executive Board. Any Executive Board officer receiving a request for a vote on removal of an officer from the Executive Board shall forward the request to all members of the Executive Board within forty-eight (48) hours of receipt of the request. Within ten (10) days of receipt of the request, the President, or Vice-President if the President is the officer under consideration for removal, shall schedule a special general membership meeting for the purpose of discussing and voting on removal of said officer from the Executive Board. Said meeting shall take place within thirty (30) days of receipt of the request. At said meeting, the officer under consideration for removal from the Executive Board and any members who wish to be heard shall be given the opportunity to speak, after which the members in good standing shall vote on whether to remove the officer in question from the Executive Board. The officer in question shall be removed from the Executive Board if two-thirds (2/3) of those members voting vote for removal, provided that at least one-third (1/3) of the members in good standing at the time of the vote cast ballots or otherwise vote on the matter.
6. Any account which is owned, managed, or operated by the Association shall, where possible, be accessible by no less than two (2) Executive Board members, including but not limited to bank accounts, accounting software, assigning software, website management, and social media accounts.

Article V: CMSRA High School Assignor, Appointment, Approval Responsibilities

1. The CMSRA High School Assignor (Assignor) is an Independent Contractor appointed by and serving at the pleasure of the CMSRA membership. The Assignor is not required to serve on the Executive Board, nor required to be a current member of the Association; although, accepting an elected position on the Executive Board is acceptable and will be independent of the Assignor's duties and responsibilities.
2. **Initial Appointment:** In the case of a vacancy, the CMSRA Secretary shall process the solicitation for qualified candidates to fill the CMSRA High School Assignor role, with criteria set forth by the Executive Board. This shall be directly advertised to all current CMSRA members and the Executive Board may also utilize whatever other forms of advertisement deemed advantageous in the solicitation of qualified applicants. The Executive Board shall conduct a closed session to discuss the applications and, through majority vote, narrow the list of candidates to no more than three (3) final candidates to be presented to the members. The applications of each of the final candidates, with personal information unrelated to their qualifications for

the position redacted, shall then be distributed to the members and a special general membership meeting shall be scheduled no sooner than ten (10) days after distribution. All final candidates will be invited to this meeting and will be allowed time for a presentation and to reply to membership questions. Upon completion of the presentations, the candidates shall be excused and the President shall open the floor for discussion. The Executive Board may authorize in-person, electronic or other methods of voting as appropriate. The voting period shall end no more than seven (7) days after the vote is called. The candidate receiving the majority of votes shall be offered the position of the CMSRA High School Assignor.

3. **Annual Membership Approval:** The Assignor shall be approved annually by the membership on the Executive Board election docket with a majority of the votes submitted. If the Assignor is not approved through this process, the Assignor shall be removed of all assigning duties and the "Appointment" process shall initiate. The Assignor shall be notified of the decision within forty-eight (48) hours and, if terminated, may appeal the decision by notifying the President or Secretary, in writing, within thirty (30) days of the date of the notification that he/she wishes to appeal the decision. This appeal shall be forwarded to the membership and a special general membership meeting shall be scheduled no sooner than ten (10) days after this distribution, during which the Assignor and any members in good standing shall be given the opportunity to be heard, after which the members shall vote on whether to uphold the termination. The termination shall be overturned if two-thirds (2/3) of the members at the meeting vote to do so.
4. **Assignor Responsibilities:** The Assignor is responsible for assigning referees to all preseason, regular season and tournament games for participating high schools, ensuring every game is adequately assigned.

The role of the Assignor is to see that all referees are provided proper assignments to ensure their development, retention, and opportunities for advancement, that the high schools are assigned referees with skill sets appropriate for their team's level of play, and to do so in a timely and efficient manner. The Assignor is required to possess the ability to assign referees confidently and accurately to games at all age and skill levels using the tools available to them.

The Assignor shall serve as the liaison between the high school administrators and coaches and the referees.

The Assignor must also attend all mandatory MSHSAA meetings and training events and report any information pertinent to the membership to the Executive Board.

5. **Assigning Fee Invoicing:** The Assignor is responsible for processing and mailing (emailing) the Invoices to the Activities Director (or designated authority) of each high school.

A summary and a copy of all Invoices shall be forwarded to the Treasurer for review, internal processing, and file.

6. **Assignor Compensation:** The Assignor shall be compensated semi-annually with one-hundred percent (100%) of the total dollar amount invoiced to the high schools for assigning fees minus one-half (1/2) the cost of the most recent annual assigning software payment.

The Assignor's compensation shall be processed by the Treasurer upon receipt and verification of the Invoices. The calculations shall be presented to the Executive Board for comment and approval at which time the Treasurer shall issue payment to the Assignor.

7. **Assistant to the Assignor:** If the Assignor elects to employ assistance with assigning, compensation and liability for the assistant shall be strictly the Assignor's responsibility.

Article VI: Meetings and Quorum

1. The Association shall have membership meetings as determined by the Executive Board no less than twice a year. Special meetings may be convened by the President or the Executive Board or at the request of any five (5) members of the Association.
2. The President or the Executive Board shall call all meetings of the Association by giving at least seven (7) days written notice of the place, time, and agenda of any regular or special meeting.
3. All votes of the Association, except those relating to Amendments to the Constitution and By-Laws and the life and status of the Association, shall be made by a simple majority vote of those voting, unless otherwise stated in the By-Laws. Electronic voting may be authorized by the Executive Board.
4. Minutes for meetings of the general membership or of the Executive Board may be published only after an approval vote by a simple majority of those voting at the next meeting.
5. A general membership or special general membership meeting quorum shall consist of ten (10) members. An Executive Board meeting quorum shall consist of at least three (3) members.

Article VII: Amendment and Dissolution

1. Any amendment to the Constitution and By-Laws shall be affected by two thirds (2/3) of the members voting, provided that at least one-third (1/3) of the members in good standing at the time of the vote cast ballots or otherwise vote on the matter. Any proposed amendment shall be distributed at least seven (7) days in advance of the called voting. Electronic voting may be authorized by the Executive Board. The voting period for electronic voting for an amendment to the Constitution and By-Laws shall

be specified by the President but shall not be less than two (2) days and shall not exceed ten (10) days.

2. Dissolution of the Association shall not be affected unless voted for by two thirds (2/3) of all the members in good standing at the time of the vote, regardless of the number of members voting on the issue of dissolution.
3. Any assets of the Association at the time of dissolution shall be donated to one or more non-profit soccer organizations which shall be selected by a simple majority of those voting.