

Governing Documents for the

Ventura Chapter of the

Southern California Soccer Referees Association

Thursday, February 17, 2011

Board of Directors:

Luis Gutierrez, President

Bruce Russell, First Vice President

Nicolas Esquivel, Second Vice President

Stacy Holden, Secretary

Jeff Plunkett, Treasurer

James (Mike) Skinner, Standards Chairmen

Reed Christy, Director of Member Development

# Name

The organization shall be known as the SOUTHERN CALIFORNIA SOCCER REFEREES ASSOCIATION, VENTURA CHAPTER (“Association”).

# Purpose

The specific purpose of this corporation is to promote and provide the highest level of officiating in organized amateur soccer through education and training programs.

# Nonprofit Corporation

This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law of California for public and charitable purposes.

# Political Limitation Clause

No substantial part of the activities of this organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

# Dedication of Property to Charitable Purposes

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or private person.

# Affiliation

The Association shall be affiliated with the United States Soccer Federation (“USSF”), and the California South State Soccer Association–South (“Cal South”).

# Amendments

## An amendment shall require a simple majority vote of the members who are present and in Good Standing at the AGM.

## Proposed amendments to this Constitution must be received by the Secretary at least thirty (30) days prior to the AGM and any such amendments must be distributed to the general membership at least fifteen (15) days prior to meeting the AGM.

# Liability

This Association shall not assume, nor be held liable for:

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

## Injuries or damages caused by the actions of any member of this Association or caused by any other member of an associated organization.

# Dissolution/Winding up of Organization

Upon the dissolution or winding up of the organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under IRC Section 501(c)(3).

# Name

The organization shall be known as the SOUTHERN CALIFORNIA SOCCER REFEREES ASSOCIATION, VENTURA CHAPTER (“Association”).

# Purpose

This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law of California for public and charitable purposes. The specific purpose of this organization is to promote and provide the highest level of officiating in organized amateur soccer through education and training programs. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for such public and charitable purposes only.

# Membership

The members of this corporation shall consist of those who have complied with the requirements set forth below in items A through H of this Article, have properly presented themselves for membership in accordance with the procedures determined by the Board of Directors (“BOD”), and who have been enrolled as members. No person may hold more than one membership. Membership in this corporation shall not vest in any member any distributions from the corporation during the existence of the corporation, but shall only entitle the member to vote at meetings of the members. Membership shall not be assignable inter vivos by any member, nor shall membership vest to any personal representative, heir or devisee.

## Membership shall be open to anyone interested in soccer and soccer officiating. An application, with membership fee, shall be submitted to the Second Vice-President for processing and is subject to approval by the BOD.

## The annual renewal membership fee shall be paid by March 31st of each year. The amount shall be determined at the immediately preceding Annual General Meeting (“AGM”).

## Members who have not attained their eighteenth (18th) birthday by March 31st of the current year may pay a reduced annual renewal membership fee as determined by the members at the immediately preceding AGM.

## The BOD may designate any person as an Honorary Member. Such person(s) shall not be required to pay the annual membership fee.

## "Good Standing" shall be defined as having one's application processed by the Second Vice-President, subject to approval by the BOD, having paid one's annual renewal membership fee, having paid all fines or penalties, and, not currently suspended or terminated from membership.

## Only members in Good Standing are eligible to run for Elected Office or to be selected for an Appointed Office.

## The Association's year shall run from March 1st to the last day of February of the following calendar year. All members in Good Standing shall have one (1) vote for matters brought to a vote at the regularly scheduled membership meetings and the AGM.

## All Elected Officers shall have one (1) vote for matters brought to a vote at BOD meetings.

I. A majority of the members of the BOD must be present in order for business to be transacted or a vote taken that modifies an Association Policy (“quorum”).

J. Routine administrative matters, ratification of non-voting Appointed Officers, and recommendations under Article XI (B) (3) for fines and/or penalties may be approved by a majority of the members of the BOD by electronic voting. A copy of the electronic voting shall be retained by the Secretary for a period of one (1) year from the date of the vote.

# Meetings

## The BOD shall meet when deemed necessary by the President or other Elected Officer serving as the President Pro Tem.

## Regularly scheduled membership meetings shall be held monthly at a site to be designated by the BOD. The purpose of the meetings shall be to conduct the business of the Association and to provide on-going training to the members.

## 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 BOD since the previous meeting shall also be presented.

## The President, in the preparation of the agenda, shall give first priority to any item of business submitted to the Secretary at least five (5) days prior to the publishing of the agenda and co–signed by at least two (2) members in Good Standing.

## Meetings shall be conducted in accordance with the Roberts Rules of Parliamentary Procedure.

# The Order of Business

The order of business shall be determined by an agenda, prepared by the President, and published along with the meeting notice and distributed to the membership at least seven (7) days prior to any regularly scheduled membership meeting.

# Annual General Meeting

The AGM shall be held in February of each year. Notification of such meeting shall be given to each member in Good Standing at least fifteen (15) days prior to the scheduled date. The purpose of the AGM shall be to vote for Elected Officers and to vote on any proposed amendments to the Constitution and/or Bylaws, properly presented. Such amendments, if passed, become incorporated immediately.

# Administration

## The Association shall be governed by a Board of Directors (“BOD”), consisting of the Elected Officers and Appointed Officers, and by its Constitution and Bylaws.

## Composition of the BOD shall be as follows:

### Elected Officers, who are voting members of the BOD, shall be:

#### President

#### First Vice–President

#### Second Vice–President

#### Secretary

#### Treasurer

#### Standards Chairman

#### Director of Member Development

### In the event the President is absent or unable to serve, the order of precedence for acting as President Pro Tem shall be as numbered above (descending in order 1 (b) through 1 (g)).

## Elected Officers shall be elected by a simple majority vote of the members in Good Standing as defined in, Article III (E) above, present at the Annual General Meeting (“AGM”) as defined in Article VI above.

## The term of office for President, Second Vice-President, Secretary, and Standards Chairman shall be for two (2) years, starting in odd numbered years. The term of office for First Vice – President, Treasurer and Director of Member Development shall be for two (2) years starting in even numbered years.

## The following Appointed Officers, who are non–voting members of the BOD, shall be appointed by the President and ratified by a majority of the Elected Officers:

### Instructor

### Assignor

### Assessor

### Others as required

# Vacancies

The President shall appoint a member in Good Standing to fill any vacancy on the BOD until the next AGM at which time the membership shall vote to fill the vacancy for the remaining unexpired term. The recommended order of succession shall be the same as the order of precedence per Article VII (B) (2) of these Bylaws.

# Duties and Responsibilities

## President:

### Shall preside over all business of the Association,

### Shall be ex–officio member of all Boards and Committees,

### Shall form committees as is deemed necessary, with said committee(s) consisting of members in Good Standing, and

### Shall serve as Liaison Officer with other organizations in the soccer community, such as, but not limited to, USSF, Cal South, contracted Leagues, and tournaments.

## First Vice–President:

### Shall assist the President in conducting the business of the Association, and

### Shall be responsible for recruiting and retention of members.

## Second Vice President

### Shall assist the President in conducting the business of the Association,

### Shall be responsible for accepting and processing applications for membership,

### Shall be responsible for membership records related to USSF Registration, Live Scan approval status, payment of dues, fines and/or penalties, and

### Shall maintain an updated membership list as required.

## Secretary:

### Shall be responsible for all correspondence, minutes of meetings, internal written communications, and for keeping records of same, and

### Shall produce and distribute notices and/or correspondence as deemed necessary by the Board.

## Treasurer:

### Shall be responsible for all funds and accounting related to the business of the Association,

### 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 AGM.

## Standards Chairman:

### Shall preside over and administer all functions of the Referee Standards Committee (as defined in Bylaws Article XI).

## Director of Member Development:

### Shall be responsible for member development,

### Shall be responsible for adult and youth member mentoring, and

### Shall be responsible for coordinating training with the Cal South.

## Instructor:

### Shall be a currently certified USSF Instructor, or shall become certified as soon as practical after appointment, and

### Shall conduct training activities and coordinate the activities with the Director of Member Development, Assessor, and the Assignor as necessary.

## Assessor:

### Shall be a currently certified USSF Assessor, or shall become certified as soon as practicable after appointment,

### Shall conduct Association assessments for the benefit of members and the guidance of the Assignor,

### May appoint assistants, and

### Shall be available to do official USSF assessments for the members at the current USSF Assessor’s fee rate.

## Assignor:

### Shall be a USSF certified referee assignor,

### Shall have overall responsibility for referee assignments and for record keeping of games officiated for the purpose of certification and accountability,

### Shall consult with the Assessor to properly assign referees,

### Shall appoint assistants for special events, rescheduling or other events,

### In the event of a no–show or non–payment by teams, shall coordinate with the Treasurer to ensure proper payments to members of the Association,

### In the event of a member no–show, shall coordinate with the Treasurer and Standards Committee to ensure assessment of fees, and/or penalties and,

### Shall interface on scheduling activities directly with contracted League Assignor and Tournament Directors.

# Reports

The Association Officers shall produce annual reports including, but not limited to, the following:

1. Secretary’s Report
2. Treasurer’s Report
3. Budget for the upcoming fiscal year beginning the 1st day of March, and ending on the last day of February the following year.

# Referee Standards Committee

Shall be a permanent committee, charged and empowered as follows:

## The Chairman shall appoint a maximum of four (4) members who are in Good Standing and are approved by a majority vote of the BOD. Any of these members, who lose his/her Good Standing, shall be replaced by the Chairman.

## The Standards Committee shall:

### Set criteria for membership;

### Within seven (7) days of receipt, investigate written inquiries involving the conduct of members (as defined in Bylaws Article XII(A) below) from the Assignor, a member in Good Standing, appropriate contracted League Officials or Tournament Directors;

### Recommend fines (“administrative” infraction) and/or penalties (“conduct” infraction) to the BOD [said fines and/or penalties shall not exceed the referee fee for the scheduled assignment or thirty ($30.00) dollars, whichever is greater] (see also Bylaws Article III [F]); and forward the recommendation to the BOD for ratification of all fines and penalties subject to the members right to appeal the fine or penalty to the BOD;

### Recommend the suspension or termination of membership in the Association for serious infractions of conduct as defined in the Constitution and Bylaws of the Association to include published policies of the Association, the USSF Laws of the Game, or the USSF Code of Ethics; subject to ratification by the BOD prior to implementation and subject to the suspended or terminated member’s right to appeal (governed by Bylaws Article XII [D]) to the BOD and/or the USSF as appropriate;

### Within fourteen (14) days after determination, the BOD shall communicate their decision, in writing, to the affected member(s) and/or to any contracted League officials or Tournament Directors that filed the inquiry; and

### The BOD shall direct the Assignor and the Treasurer to collect any fines or penalties.

## The official uniform shall be as specified by USSF, shall be neat and in good repair, and shall be worn for all assignments. Members are asked to use common sense about dressing for occasions of extreme weather.

## A member who holds USSF certification shall wear the USSF emblem of proper rank. All other members shall wear the emblem of the Association. The emblem shall be positioned as shown in the USSF "Laws of the Game" book.

# Conduct

## All members shall conduct themselves according to the Association's Constitution and Bylaws, USSF Laws of the Game, USSF Code of Ethics, and the published policies of the Association, both on and off the field, before, during and after any soccer match he/she officiates or attends.

## In the event any member who (1) violates the articles of conduct, as defined in XII (A) above, by defaming any other member, creating a breach of good faith, or acting in any other unsporting manner or (2) reports to an assignment under the influence of illegal drugs or intoxicants of any kind shall be dealt with as deemed necessary by the Referee Standards Committee to include fines, penalties, suspension, and/or termination of the privilege of membership in this Association.

## Any member in Good Standing wishing to file a complaint regarding referee conduct may do so in writing to any member of the BOD, with a copy to the Chairperson of the Referee Standards Committee, or directly to the Chairperson of the Referee Standards Committee. Complaints regarding game assignments may be made to the Assignor or the Assessor.

## A recommendation rendered by the Referee Standards Committee shall be final, subject to the BOD’s ratification and subject to the member's right to appeal the decision to the BOD, in writing, within seven (7) calendar days of notice of ratification. The member shall remain in Good Standing pending such action pending appeal to the BOD.

## Notice shall be deemed given by the BOD upon deposit in the United States Postal Service, by first class mail, to the home address provided to the Association by the member or to such other address as requested by the member upon the filing of an appeal or other action. Notice shall be deemed given by the member upon deposit in the United States Postal Service, by first class mail, to the home address of the BOD member, the Chairman of the Referee Standards Committee, or the Assignor.

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

## Any member not appearing for an accepted scheduled assignment may be fined, penalized, suspended and/or terminated per recommendation of the Referee Standards Committee.

## Each member shall keep a personal record of all games officiated, which personal record may be compared with the Assignor's record to ensure accuracy.

## Match report forms issued by each League Assignor or Tournament Director shall be legibly completed and signed in a legible hand and submitted to the designated authority no longer than within twenty four (24) hours after a match. The Referee Standards Committee may levy a fine and/or penalty for any failure to comply with this procedure.

## The official uniform shall be as specified by USSF, shall be neat and in good repair, and shall be worn for all assignments. Members are asked to use common sense about dressing for occasions of extreme weather.

## A member who holds USSF certification shall wear the USSF emblem of proper rank. All other members shall wear the emblem of the Association. The emblem shall be positioned as shown in the USSF "Laws of the Game" book.

# Game Assignments

## Game Assignments shall be based upon a fair share of assignments available, subject to the following:

### Individual member's USSF certification and rank,

### Individual member's assessment by the Association Assessor,

### Individual member's attendance at regularly scheduled membership meetings and the AGM,

### Individual member's availability as stated to the Assignor, and

### Individual member’s payment of all undisputed membership fees, fines, and/or penalties.

## All assignments must be accepted or declined by the member within twenty four (24) hours from receipt of assignment. Declined assignments may result in a fine if the member has indicated their availability and then chooses to decline on a regular basis. A member, after accepting the assignment, who cannot fulfill the assignment, must communicate to the Assignor his/her inability to do so. If the assignment is to occur within twenty four (24) hours, the member must speak directly with the Assignor to ensure the Assignor knows that he/she will not be fulfilling the assignment.

# Indemnification of Agents of the Association

## Definitions.

For purposes of this section, "agent" means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney's fees and any expenses of establishing a right to indemnification under Section (D) or (E)(3) of this Article.

## Indemnification in Actions by Third Parties.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under [Corp. Code § 5233](http://www.westlaw.com/Find/Default.wl?rs=dfa1.0&vr=2.0&DB=1000204&DocName=CACRS5233&FindType=L), or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

## Indemnification in Actions by or in the Right of the Corporation.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under [Corp. Code § 5233](http://www.westlaw.com/Find/Default.wl?rs=dfa1.0&vr=2.0&DB=1000204&DocName=CACRS5233&FindType=L), or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section (C):

### In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

### Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

### Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

## Indemnification Against Expenses.

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section (B) or (C) of this Article in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

## Required Indemnification.

Except as provided in Section (D) of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section (B) or (C), by:

### A majority vote of a quorum consisting of the Board of Directors who are not parties to the proceeding;

### Approval of the members ([Corp. Code § 5034](http://www.westlaw.com/Find/Default.wl?rs=dfa1.0&vr=2.0&DB=1000204&DocName=CACRS5034&FindType=L)), with the persons to be indemnified not being entitled to vote thereon; or

### The court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

## Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections (D) or (E) (c) in any circumstances where it appears that:

### It would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

### It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

## Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of [Corp. Code § 5233](http://www.westlaw.com/Find/Default.wl?rs=dfa1.0&vr=2.0&DB=1000204&DocName=CACRS5233&FindType=L).

# Conflict of Interest

A. Purpose:

The purpose of the conflict of interest policy is to protect Southern California Soccer Referees Association Ventura Chapter (“SCSRA”) tax-exempt organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the SCSRA or might result in a possible excess benefit transaction. 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.

B. 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:

a.An ownership or investment interest in any entity with which the SCSRA has a transaction or arrangement,

b.A compensation arrangement with the SCSRA or with any entity or individual with which the SCSRA 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 SCSRA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not 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.

C. 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 or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

D. Procedures for Addressing the Conflict of Interest:

1.An interested person may make a presentation at the governing board or committee 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.

2.The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee 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.

4.If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the SCSRA’s 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.

E. Violations of the Conflicts of Interest Policy:

1.If the governing board or committee 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.

2.If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

F. Records of Proceedings:

The minutes of the governing board and all committees with board delegated 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 boards or committee’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.

G. 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 SCSRA 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 SCSRA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

H. 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 conflicts of interest policy,

2. Has read and understands the policy,

3. Has agreed to comply with the policy, and

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

I. Periodic Reviews:

To ensure the SCSRA operates in a manner consistent with charitable purposes and does not 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 SCSRA’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

J. Use of Outside Experts:

When conducting the periodic reviews as provided for in Article VII, the SRSRA 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.

# Amendments

## An amendment shall require a simple majority vote of the members who are present and in Good Standing at the AGM.

## The Association Secretary must receive any proposed amendments to the Association Bylaws at least thirty (30) days prior to the AGM and any such amendments must be distributed to the general membership at least fifteen (15) days prior to meeting the AGM.

**CERTIFICATE OF SECRETARY**

I, the undersigned, being the Secretary of Southern California Soccer Referees Association, Ventura Chapter, hereby certify that the above Bylaws consisting of ten (10) pages were adopted as the Bylaws of this corporation pursuant to the unanimous vote of the Board of Directors in a regularly called meeting, effective January 6, 2012. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this 21th day of February, 2013.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Anthony J. Fahey