

# SHOALS AREA SOCCER OFFICIALS' ASSOCIATION BYLAWS

## ARTICLE I NAME

The group governed by these Bylaws shall be known as the SHOALS AREA SOCCER OFFICIALS' ASSOCIATION, or by the acronym SASOA, or as THE ASSOCIATION, as a non-profit organization.

References to the male sex in the Bylaws are for simplification and apply to both females and males.

## ARTICLE II PURPOSE & SCOPE

The purpose of the SASOA shall be:

- A. To promote the welfare of the game of soccer, its players, and officials.
- B. To maintain the highest standards of soccer officials through perpetual recruitment of new officials and education, development and mentoring of all officials.
- C. To encourage the spirit of fair play and sportsmanship.
- D. To have available, always, an adequate number of thoroughly trained and capable officials.
- E. To proactively recruit and train new officials and provide ongoing mentoring opportunities.
- F. To cooperate with all organizations officially connected with the game of soccer in furthering its interests and ideas.

## ARTICLE III OFFICES & AFFILIATIONS

The principal office of SASOA is in the City of Florence, Lauderdale County, in the State of Alabama. The Association shall be associated with the Alabama High School Athletic Association and other soccer organizations. SASOA shall always recognize the authority, rulings, and the laws of the appropriate governing body of the matches, leagues, and tournaments in which the members of this association will participate. The Board of Directors of this Association will promptly resolve any conflicts.

**ARTICLE IV**  
**MEMBERSHIP AND MEETINGS**

**SECTION 1.**

SASOA shall be comprised of all duly qualified and approved members in good standing with the Association. The Board of Directors of this Association shall establish eligibility requirements. All individuals in good standing and/or transferring from other recognized soccer officials' associations shall be admitted to SASOA providing all dues and certification requirements for active membership have been met. SASOA does not and shall not discriminate based on race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

**SECTION 2.**

**Classes of Membership:**

**Affiliated Referee:**

Individuals who are not interested in membership in SASOA, or who are members in good standing of another related officials' association (such as NASOA) may be assigned to officiate games during the regular season provided that:

- A. The individual is registered with AHSAA and has completed all of the requisite training and background check requirements to be a member in good standing of the AHSAA,
- B. The individual has demonstrated appropriate understanding and application of the Laws of the Game by
  - a. Attending at least one SASOA rules meeting prior to the start of the regular season, AND
  - b. Satisfactorily participating in one referee field training workshop prior to the start of the season, either sponsored by SASOA, NASOA or another AHSAA-affiliated association, OR
  - c. Being certified by the SASOA AHSAA Assigning Official

To remain eligible to officiate any SASOA matches, an Affiliated Referee must:

- A. Attend a minimum of one Association rules meeting per month during the regular season,
- B. Wear the official referee uniform as established in Article X at all SASOA matches to which they are assigned.

Failure to comply with the above may result in the Affiliated Referee being excluded from game assignments.

**Active:**

Individuals interested in participating fully in SASOA business may become an Active Member of the Association by:

- A. Registering with AHSAA and completing all of the requisite training and background check requirements to be a member in good standing of the AHSAA,
- B. Demonstrating appropriate understanding and application of the Laws of the Game by
  - a. Attending at least one SASOA rules meeting prior to the start of the regular season, AND
  - b. Satisfactorily participating in one referee field training workshop prior to the start of the season, either sponsored by SASOA, NASOA or another AHSAA-affiliated association, for each of the first three years of their membership in the Association.
- C. Pay membership dues and be current with any other obligations to the Association.

To remain eligible to officiate any SASOA matches, an Active member must:

- A. Attend a minimum of two Association rules meetings during the regular season,
- B. Wear the official referee uniform as established in Article X at all SASOA matches to which they are assigned.
- C. Attend at least one regular membership meeting during the off-season.

Failure to comply with the above may result in the Active Member being excluded from game assignments, or have their membership suspended.

Additionally, Active Members are encouraged (but not required) to become licensed with USSF at the earliest possible time after joining SASOA.

Active members may hold office or vote upon matters concerning the Association.

**Associate:**

Associate members are those members who have been active but are no longer able to officiate games due to unavailability, or who have requested transfer to this class of membership. An associate member may request transfer to active status by giving written notice to the SASOA President and completing all of the requirements for Active Members. Such transfer will become effective upon approval by the Board. An associate member shall not referee soccer games while in such status unless it is an emergency and of a special service to SASOA, and under no conditions will an associate member officiate any games without being registered with the AHSAA.

**Honorary:**

Honorary membership is assigned to persons who have distinguished themselves in the interests of soccer. An honorary member shall be a non-dues paying member and shall not have the right to vote, hold office, or officiate games. This membership is assigned to those persons who are nominated by active and associate members of the Association in good standing. Such membership will be determined by a vote of the Board of Directors.

**Lifetime:**

Lifetime members are those members who have been active members in good standing for at least ten years and have contributed significantly to the growth and sustainment of the Association. Lifetime members may be active members of the Association without payment of Association dues. Such membership will be determined by the Board of Directors.

**Probationary:**

Probationary members shall be those individuals who are serving a disciplinary action or are awaiting disposition of a disciplinary complaint. Probationary members shall not receive any assignments to officiate games until the complaint is resolved in accordance with the process outlined in these Bylaws.

**Members of all classes may attend meetings and participate in discussions, but only Active Members may vote on Association business.**

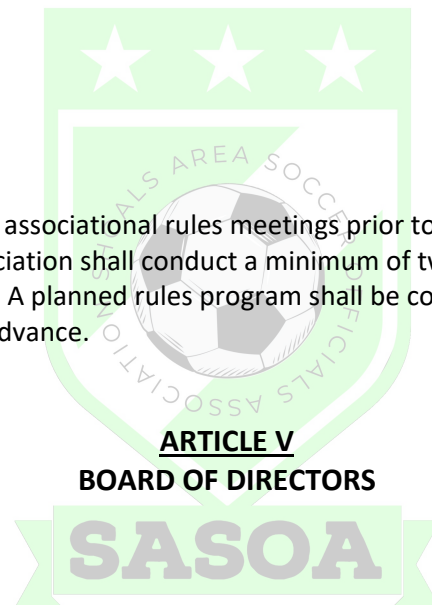
**Duties of Members:**

Members of the Association, in order to be regularly approved, shall be required to maintain at least one certification (AHSAA or USSF) each year. Failure to do so will result in membership suspension with the right of appeal to the Board. Members are expected to maintain a level of fitness appropriate to officiate competitive soccer matches and be available to referee on a regular basis to support all SASOA commitments.

**SECTION 3.**

**MEETINGS**

SASOA shall conduct at least four associational rules meetings prior to any of its members working a regular season contest. The Association shall conduct a minimum of two membership meetings each month during the regular season. A planned rules program shall be conducted at each meeting. Topic assignments should be made in advance.



**ARTICLE V**

**BOARD OF DIRECTORS**

**SECTION 1.**

The SASOA Board of Directors shall consist of the following Board Members (Officers): a President, a Vice-President, a Secretary, a Treasurer, and an AHSAA Assigning Officer. In the absence of the President at Board Meetings or membership meetings, another Board Member shall serve in his place in the priority stated in the preceding sentence. No officer shall hold more than one office during their term as a member of the Board. The minimum age of a Board Member must be consistent with Alabama State contractual laws. All Board Members must be active members of the AHSAA.

**SECTION 2.**

The Board of Directors shall conduct regular business of the Association at Board Meetings as prescribed in this Article and shall perform other duties as prescribed by the Association.

**SECTION 3.**

The Board of Directors shall be elected every two years in December at a designated election meeting and shall assume office immediately thereafter.

**SECTION 4.**

The Board of Directors shall meet at least quarterly or upon call of the President or as provided in the Bylaws. Meetings may be held in person or virtually as necessary to reasonably accommodate the needs of board members. Proceedings/minutes of the Board meeting shall be provided to the general membership by the Board Secretary once meeting minutes have been approved by the Board. Meeting minutes will be presented to the board members for approval within two weeks of the meeting and a vote to approve will be conducted either in person or electronically (email) no later than one month after the board meeting. Three-fifths (3/5) of the members of the voting board shall constitute a quorum, provided all members have been notified of the meeting. A majority vote constitutes a decision. A Board Member may grant voting proxy to another Board Member by notifying the President and Secretary in writing at least 24 hours prior to the meeting.

**SECTION 5.**

The Board shall consider all business and charges brought before it by the membership and take appropriate action to discharge its duties for the best interest of the Association as a whole. The Board shall be empowered to levy fines and/or suspend members after formal charges have been presented and hearings have been held in accordance with the requirements specified in Article XI, Section 4. Fined and/or suspended members have the right to appeal to a Grievance Committee, which will be appointed by the President on an ad hoc basis, and then to the general membership. In such cases where the Board is overruled by either the Grievance Committee or general membership, the fine shall be returned and/or suspension lifted; furthermore, the Board of Directors shall direct the appropriate assignor(s) to assign as many games as possible to make up for games lost during the suspension.

**SECTION 6.**

In matters of business where the Association might become financially involved or indebted, or a member is liable to expulsion, the Board shall make its recommendation to the membership before proceeding with the business, acting as the membership instructs.

**SECTION 7.**

In any case in which a Board member is the accused or a material witness either for or against the accused, such Board member shall be disqualified from acting as a member of the Board for the consideration of such case.

**SECTION 8.**

The Board shall perform such other duties and functions as may be prescribed by these Bylaws or as may be prescribed from time to time by the membership.

**ARTICLE VI**  
**DUTIES OF THE BOARD OF DIRECTORS**

**SECTION 1.**

**Duties of the President:**

- A.** The President shall conduct the Association’s business properly in all matters except those specifically assigned to the other board members or committees by these Bylaws, or by the membership. The President shall have the authority to act on behalf of the Association in normal business matters requiring immediate attention, including but not limited to signing all officiating contracts with the schools and programs served by the Association, in accordance with AHSAA and USSF rules (as applicable.) The President may not oblige the Association financially or materially without prior approval of the Board or the membership. The President shall be empowered with the approval of the Board to fine or suspend members for detrimental conduct or failure to abide by these Bylaws or resolutions of the membership. A fined or suspended member has the right of appeal to a Grievance Committee, followed by a secondary appeal to the Association membership. The President shall appoint a Grievance Committee to review any such appeals. Bylaws governing the grievance and appeals process are outlined in Article XI, Section 4. It shall be the President’s obligation to direct the other board members and committees in the performance of their duties to the best interest of the Association.
- B.** The President shall schedule and preside at all SASOA Board and membership meetings.
- C.** In the event of the resignation, expulsion, death or disability of the President, the Vice-President shall possess and exercise all the powers of the President for the remainder of the term, or for the period of disability. In the event of resignation, disability or death of the President and Vice-President, the Board shall appoint an acting President and Vice-President for the period of disability or the remainder of the term.

**SECTION 2.**

**Duties of the Vice-President:**

- A.** In the absence of the President at Board Meetings or membership meetings, the Vice-President shall perform the duties of the President in accordance with Article VI, Sections 1A and 1B. The Vice-President may be temporarily authorized to sign/handle officiating contracts or other association business assigned to the President or Secretary by written notice from the President or by vote of the Board of Directors.
- B.** Serve as Chair of the AHSAA SASOA Training Workshop Committee and shall coordinate all training workshops and meetings for SASOA members and affiliated referees.
- C.** Oversee the SASOA recruitment and mentoring program headed by the AHSAA Assigning Officer
- D.** Serve as an assistant to the SASOA Treasurer and maintain oversight of SASOA asset inventory (i.e. timing systems, laptops, projectors, etc.)

- E. In the event of resignation, disability, or death of the Vice-President, the Board shall appoint an interim Vice-President for the period of disability or the remainder of the term.

### **SECTION 3.**

#### **Duties of the Secretary:**

- A. The Secretary shall give notice of all general membership meetings via email and shall keep record of all general membership and Board meeting minutes. Minutes shall include a record of the names of Board Members present at Board meetings, including those absent, excused, and any proxy notifications. The Secretary shall keep minutes of all Board and membership meetings and distribute them to the association membership for review no later than two weeks after the meeting.
- B. The Secretary shall receive, prepare and dispatch all correspondence concerning activities of the Association as directed by the Board of Directors, including officiating contracts with the schools and programs served by the Association, in accordance with AHSAA and, where applicable, USSF rules and shall inform the Association of the receipt and dispatch of such correspondence.
- C. The Secretary shall keep a record of all members of the Association and their respective status.
- D. In the event of resignation, disability, or death of the Secretary, the Board shall appoint an interim Secretary for the period of disability or the remainder of the term.

### **SECTION 4.**

#### **Duties of the Treasurer:**

- A. The Treasurer shall be the custodian of all moneys belonging to the Association and shall hold all funds of the Association subject to the order of the Board of Directors or person thereunto authorized by the Board. They shall deposit the funds of the Association with such bank or banks as the Board of Directors may approve and designate. At meetings of the members and at each quarterly meeting of the directors, and whenever called upon at any official Association meeting, the Treasurer shall make a complete and correct report of the Association's accounts and disclose the true financial condition of the Association. The Treasurer shall submit all Association financial records and accounting for internal or external audit when so requested by the Board of Directors or by a majority vote of the general membership. At the discretion of the Board, the Treasurer shall give bond, made by a duly authorized surety company, in such sum as may be required of them by the Board, conditioned for the proper accounting of all moneys and property coming into their hands by virtue of their office. The premiums on such bond shall be paid by the Association. At the expiration of the Treasurer's term of office, from whatever cause, they shall deliver up all books, papers and moneys of the Association to the Vice-President (Assistant to the Treasurer), or to their successor once named.
- B. In the event of resignation, disability or death of the Treasurer, the Board shall appoint an interim Treasurer for the period of disability or the remainder of the term.

**SECTION 5.**

**Duties of the AHSAA Assigning Officer:**

- A.** The Assigning Officer shall be responsible for relations with the respective organizations. They shall ensure the membership and the Board are informed of organization activities, rule and law changes, and shall represent the Association to these organizations in the best possible manner. When a definite answer is not readily available within the Association, the Assigning Officer shall facilitate interpretation of rules or questions regarding rules by seeking rulings from the sanctioning organization. The Assigning Officer is a member of the AHSAA SASOA Training Workshop Committee and shall coordinate the training, certification, and assessment of Association members and affiliated referees per the sanctioning organization's Laws, Rules and Procedures.
- B.** In the event of resignation, disability or death of the Assigning Officer, the Board shall appoint an interim Officer for the period of disability or the remainder of the term.



**ARTICLE VII**  
**VOTING, ELECTIONS**  
**AND**  
**QUALIFICATIONS OF BOARD MEMBERS**

**SECTION 1.**

**VOTING**

- A.** Voting regarding the disciplining, sanctioning or expulsion of a member of the Association shall be by secret ballot of the Board. Board members may not assign a proxy for any disciplinary vote.
- B.** Voting for Association business in membership meetings shall be by voice, show of hands, or proxied vote by text or email to the President using the member's registered number or email. Any three active members present (in person or virtually) or the presiding officer in the meeting may request a vote by secret ballot upon any matter (this will exclude the proxy votes and motions). The presiding officer shall not vote on regular business except in the case of a tie.
- C.** Voting at Board Meetings on motions and other matters shall be by voice vote, show of hands or electronic (email) vote.



**SECTION 2.**

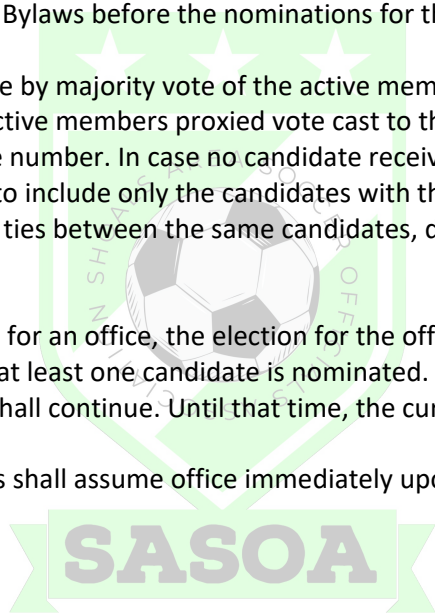
**ELECTIONS**

- A.** Association Officers and Board Members shall be elected biannually at the election meeting. The President shall appoint a Nominating Committee consisting of at least three active members at least one month prior to the election meeting. The Nominating Committee shall present a slate of candidates for the Board of Directors to be voted on by the membership. The slate of candidates shall be included in the notice of the meeting mailed and/or emailed to the membership at least one (1) week prior to the meeting. Nominations for each of the offices will also be accepted from the floor at the meeting. Proxied nominations may also be submitted to the President via text or email from the active member's registered email or phone number.
- B.** Voting for each office shall begin immediately after the nominations for the office have been closed. The President must be elected before nominations for Vice-President are closed, and each officer shall be elected in the manner stated above and according to the order as stated in Article V, Section 1 of the Bylaws before the nominations for the next office are closed.
- C.** Election of officers shall be by majority vote of the active members present (physically or virtually) and voting, or active members proxied vote cast to the President using the member's registered email or phone number. In case no candidate receives a majority of the vote, a run-off election shall be held to include only the candidates with the two highest vote counts. In case of three consecutive ties between the same candidates, determination shall be drawn by lot.
- D.** If there are no candidates for an office, the election for the office shall be postponed from meeting to meeting until at least one candidate is nominated. If at least one candidate is nominated, the election shall continue. Until that time, the current Board shall remain in office.
- E.** The newly elected officers shall assume office immediately upon being elected.

**SECTION 3.**

**QUALIFICATION OF OFFICERS**

Only active members in good standing, less honorary class members, shall be considered for nomination and election to an office of the Board or to be appointed to any committee.



**ARTICLE VIII**  
**COMMITTEE FUNCTIONS**

**SECTION 1.**

The Fee and Negotiation Committee shall be responsible for all fees and negotiation of contracts, recommending to the membership for acceptance, contracts and fees for various organizations, including membership dues; and shall perform such other duties as may, from time to time, be

prescribed by the membership. No member of the Association may contact any league regarding contracts without the permission of the Chairman of the Committee. The Committee shall recommend a fee scale for the following fall season, which will be voted on by the membership. Upon approval by the membership, the Committee shall submit the fee scale to the appropriate organizations as soon as possible so that they may include any increases in their budget for the next year. However, if a situation arises which requires an adjustment to the fees, such action may be taken at any time during the year. All proposed fee adjustments must be approved by the membership before they can be implemented.

The Board of Directors will serve as the Fee and Negotiation Committee.

## **SECTION 2.**

The Grievance Committee shall be responsible for mediation of all appeals by Association members to disciplinary action by the Board in accordance with requirements specified in Article XI, Section 4. The Committee shall consist of the AHSAA Assigning Officer, an active member selected by the President, and a member selected by the appellant. This committee shall have the power to conduct closed-door appeals hearings, collect supporting material and evidence, and interview witnesses to detrimental conduct events as necessary to reach a finding on the member's appeal. The chairperson of this committee shall be the AHSAA Assigning Officer. The chairperson of this committee shall provide a recommended resolution and/or course of additional action of the appeal to the Board and provide a permanent written record copy to the Secretary. Additionally, should the member pursue a general membership appeal, the Grievance Committee Chairperson shall present a historical record of the committee actions and recommendations to the general membership for consideration in their deliberations. The Grievance Committee shall be dissolved at the resolution of the appellant's grievance.

## **SECTION 3.**

The AHSAA SASOA Training Workshop Committee shall be responsible for conducting the preseason field training workshop and for preparing and presenting rules and other training at the membership meetings. The Vice President serves as Chair of this committee and the AHSAA Assigning Officer is a member of the committee. As needed, additional members of this committee may be appointed by the Vice President from the membership of the Association on an ad hoc basis.

# **ARTICLE IX** **ASSIGNMENTS** **AHSAA**

## **SECTION 1.**

The Assigning Officer shall be responsible for coordination and assignment of active member and affiliated referees to provide the necessary referees to officiate matches, as required by the respective supported organizations. The Assigning Officer shall indicate at the time of assignment the senior or lead referee and the accession order for the assigned referee crew.

**SECTION 2.**

The assignments shall state the time, date and location of the games, other officials assigned, team designations, and other pertinent information as presented by the automated assigning system or application.

**SECTION 3.**

Unless notified by the Assigning Officer via text, email, or the assigning system, referees will show up for game assignment no later than 15 minutes before the scheduled kickoff time as prescribed by the respective sanctioning organization, ASHAA. If a member is 10 minutes late, the late member may be reassigned their position on the crew by the ranking member of the crew based upon the progression dictated by the Assignor or by the following progression: Referee, Assistant Referee 1, Assistant Referee 2, 4<sup>th</sup>, (or Alternate) Official. The Referee is to report the official arriving late in the appropriate game reporting method.

**SECTION 4.**

- A. A member failing to appear to officiate an assigned game after receiving notification and accepting the assignment will automatically forfeit their game fee and may be fined the equivalent. Fines collected will be credited to the SASOA general fund.
- B. A fine of up to 50% of the game fee may be assessed to those officials who are late for a game. A fine of up to 100% of the game fee may be assessed if the referee arrives after the beginning of the second half of the assigned game. Fines collected will be credited to the SASOA general fund.
- C. Fines may be waived by the Grievance Committee, if in the opinion of the Committee, a satisfactory excuse is presented.

**SECTION 5.**

Referees will only receive assignments for sanctioned games from designated assignors or those registered assignors acting on behalf of SASOA. Referees may not change any official assignment without prior approval of the assignor. In such instance as outlined in Art. IX, Sec. 3 above, the ranking official may make an assignment adjustment to allow the match to continue, but must notify the assignor as soon as possible, but no later than 24 hours after the start of the match, of the adjustment.

**ARTICLE X**  
**UNIFORM**

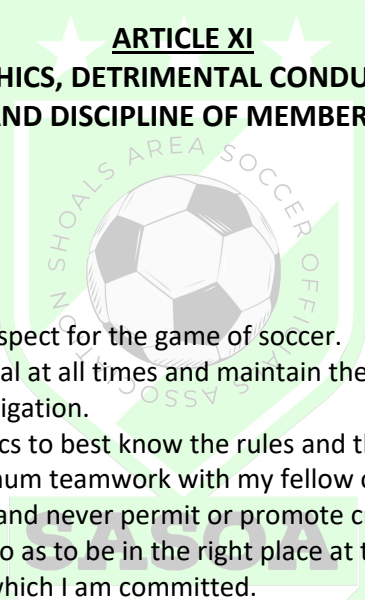
**SECTION 1.**

Referees shall wear uniforms approved by and in accordance with the respective sanctioning organizations for all games assigned and officiated under the auspices of the Association. Furthermore,

referees shall wear appropriate clothing for pre-game and post-game activities, where referees are representing the Association.

## **SECTION 2.**

All officials at each game shall be dressed similarly in clean, matching uniforms and they should be well groomed. Each official shall be equipped with two whistles, a watch, a set of red and yellow cards, a set of flags, a coin, two pencils or pens, paper or notebook, and alternate jerseys of the design and color designated by the sanctioning organization. The assigned ranking crew member shall dictate jersey color of the officials at the contest. For SASOA purposes, AHSAA regular season jersey is the AHSAA green with either short or long sleeves, mostly black shorts of appropriate length, shirt tail tucked in, black three-stripe socks (the socks may have a manufacturer logo,) mostly black shoes. Failure of an official to be dressed in compliance with this code may result in said official being reported to the Board with a fine to be levied up to \$20 per infraction. For AHSAA post-season assignments, the alternate AHSAA short-sleeve orange jersey is also required.



## **ARTICLE XI** **ETHICS, DETRIMENTAL CONDUCT AND DISCIPLINE OF MEMBERS**

### **SECTION 1.**

#### **ETHICS**

- I shall always maintain the utmost respect for the game of soccer.
- I shall conduct myself as a professional at all times and maintain the dignity of my position.
- I shall always honor a contractual obligation.
- I shall attend local meetings and clinics to best know the rules and their interpretation.
- I shall always strive to achieve maximum teamwork with my fellow official(s).
- I shall be loyal to my fellow officials, and never permit or promote criticism of them.
- I shall be in good physical condition so as to be in the right place at the right time on the field and fulfill my obligation to the match level to which I am committed.
- I shall control the players effectively by being courteous and considerate without sacrificing firmness.
- I shall do my utmost to assist my fellow officials to better themselves and their work.
- I shall consider it a privilege to be a member of the SASOA and will uphold its ideals at all times.
- I shall not solicit games.
- I shall not allow personal relationships to affect my professional standards on or off the field.

### **SECTION 2.**

#### **DETRIMENTAL CONDUCT**

The following examples of misconduct, among other matters, shall be considered grounds for loss of officiating privileges and assignments and for suspension or expulsion from the Association.

- A. Refereeing a game or appearing for a game while under the influence of intoxicants such as drugs or alcohol.
- B. Wagering upon soccer in any respect or acting as a stakeholder for a wager upon a game.
- C. Conviction of a felony, or conviction of a misdemeanor if such may bring discredit to the member or to the SASOA.
- D. Failure to meet financial obligations, if such may bring discredit to the member or to the SASOA.
- E. Smoking or the use of other tobacco or vaping products in uniform in the vicinity of the field.
- F. Making derogatory statements about any other game official, whether as a coach, player, spectator, or an official.

**SECTION 3.**

It shall be the duty of each member of the Association who has knowledge of detrimental conduct on the part of another member of the Association or affiliated referee to report such conduct to the Board.

**SECTION 4.**

**GROUPS OF DISCIPLINE**

An affiliated referee's officiating privileges may be revoked, or a member may be suspended from the Association for not more than one year, or may be expelled, for failure to comply with established authority of regulation, or for delinquency in payment of authorized charges, or for any other conduct conclusively established to be contrary to the best interest of soccer. No member, otherwise in good standing with this Association, may be penalized, suspended, or expelled for actions not specifically related to or in violation of expressed provisions in these Bylaws.

**RIGHT TO A HEARING**

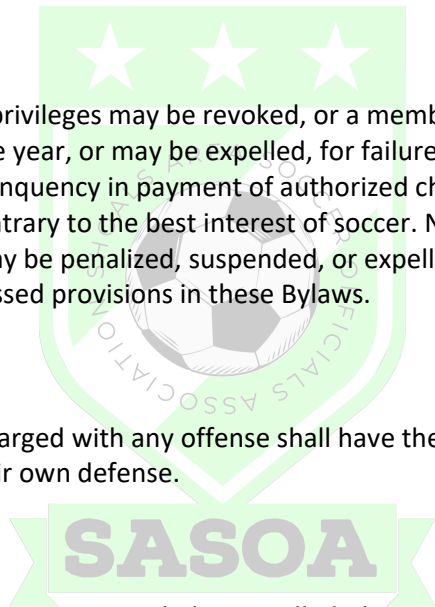
A member or affiliated referee charged with any offense shall have the right to be heard in person or by written statement by them in their own defense.

**DISCIPLINE NOTICE**

When a member or affiliated referee is suspended or expelled, the Board shall notify all concerned that the individual may no longer officiate as a member or affiliate of this Association. No active member or affiliated referee shall knowingly officiate any SASOA matches with a suspended or expelled member or affiliate.

**APPEAL PROCESS**

Any affiliated referee or member suspended or expelled shall have the right to appeal, in the following order, to the Grievance Committee and the general membership. The sanctioned official must send a request for appeal to the Secretary within 14 days of receipt of disciplinary notice from the Board. The Secretary shall inform the Grievance Committee Chairman and a closed-door appeal hearing will be conducted and completed within 7 days. The Grievance Committee Chairperson shall provide in writing to the Secretary and the sanctioned official the recorded minutes and the committee's recommendations/actions and or course of action. The sanctioned official shall be informed in writing of the appeal decision. If at that time, the official is still in disagreement with the decision, she/he/they



shall request within 7 days, through the Secretary, an appeal to the general membership which will be conducted at the next scheduled meeting. The Secretary shall inform all members in writing or by email of the appeal request as an agenda item for that meeting. When an appeal is made to the general membership, the general membership may either overturn the disciplinary measure or affirm it by a majority vote. After hearing all of the evidence concerning the case, the general membership will only vote to either uphold or overturn the disciplinary measure. The general membership will not make recommendations or place requirements on the Board or on the appealing official regarding his/her/their reinstatement of officiating privileges or membership in the Association. No proxy votes may be given for an appeal.

If the Grievance Committee or the general membership votes to overturn the disciplinary measure, the Board will accept the decision without the right to appeal but will determine the process and procedure for returning the official to the pool of officials authorized to referee games. The Board shall not impose additional sanctions or requirements upon the official beyond those recommended by the Grievance Committee.



**ARTICLE XII**  
**SALARIES AND FEES**

**SECTION 1.**

Fees and dues shall be set from time to time as approved by the Board of Directors and approved by the general membership. Dues for SASOA and other sanctioning organizations will be submitted directly to the Treasurer unless otherwise directed by the sanctioning body (AHSAA).

**SECTION 2.**

The Association shall receive a fee, determined by the Board of Directors, from the total amount paid for games assigned by the Assigning Officer during the year.

**SECTION 3.**

If the process is not defined by the sanctioning organization, the Assigning Officer shall be paid a fee to be determined by the Board of Directors and approved by the general membership, for games assigned by them during the year.

**SECTION 4.**

The Treasurer shall be paid a fee to be determined by the Board of Directors and approved by the general membership to ensure completion of the Treasurer's duties within the Association.

**ARTICLE XIII**  
**PARLIAMENTARY PROCEDURE AND QUORUM**

Unless otherwise outlined in these Bylaws, the rules contained in “Robert’s Rules of Order”, as revised, shall govern in all parliamentary procedures in which they are applicable in SASOA Board and membership meetings.

Quorum for membership meetings is 1/3 of active members as counted in the official membership record held by the Secretary.

Quorum for board meetings is 3/5 of board members.

**ARTICLE XIV**  
**AMENDMENTS**

Any proposed amendment to these Bylaws may be read and discussed at any regular or special meetings of the general membership of the Association. The amendment may then be voted upon by the membership, with or without modification, and approved by the majority of the votes of those active members present and voting. At the next regular meeting, following the meeting at which the proposed amendment was first approved, the proposed amendment shall be read and again may be modified. Another vote shall be taken, and upon the affirmative vote of at least two-thirds of the active members present and voting, the amendment shall be in full force and effect.



**ARTICLE XV**  
**ENACTMENT**

These Bylaws shall be in full force and effect upon the affirmative vote of two-thirds of the active members present and voting, and upon becoming in full force and effect, all previous Bylaws shall be repealed without further action.



**ARTICLE XVI**  
**INDEMNIFICATION**

The Association shall indemnify any Board Member of the Association to the fullest extent permitted by the Nonprofit Law and any other applicable laws of the State of Alabama, provided that:

**SECTION 1.**

Such Board Member conducted him/herself in good faith,

**SECTION 2.**

Such Board Member reasonably believed:

- A. In the case of a Board Member acting in his or her official capacity, that their conduct was in SASOA’s best interests,

- B. In all other cases, that such person's conduct was at least not opposed to the Association's best interests, and
- C. In the case of any criminal proceeding, such Board Member had no reasonable cause to believe that their conduct was unlawful. However, the Association may not indemnify an individual either
  - a. In connection with a proceeding by the Association in which the person is or has been adjudged liable for gross negligence or willful misconduct in the performance of the person's duty to the Association.
  - b. In connection with any proceeding charging improper personal benefit to the Board Member, whether or not involving action in the person's official capacity, in which the person was adjudged liable on the basis that personal benefit was improperly received by the person (even if the Association was not thereby damaged). Any indemnifications under this Article (unless ordered by a court) shall be made by the Association only if authorized in the specific case after a determination has been made that the person is eligible for indemnification in the circumstances because the person has met the applicable standard of conduct set forth in this Article and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the Board of Directors by a majority vote of a quorum of the Board, which quorum shall consist of Board Members not party to the subject proceeding, or by such other person or body as permitted by law.

**ARTICLE XVII**  
**DISPOSITION OF ASSETS UPON DISSOLUTION**

**SECTION 1.**

**METHOD OF APPROVAL**

Upon the recommendation of a majority of the Board of Directors to dissolve the Association, a Special General Meeting shall be called and a final approval by two-thirds (2/3) of the members present shall be required. The Board of Directors is empowered to act as trustees and supervise the liquidation of the Association's assets.

**SECTION 2.**

**DEDICATION OF ASSETS**

The Association does not contemplate pecuniary gain or profit to the members thereof except as provided by law under 501 (c)(6) of the Internal Revenue Code of 1986, as amended from time to time. The property of the Association is irrevocably dedicated to tax exempt purposes under said 501 (c)(6) as



described herein and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons.

**SECTION 3.**

**DISPOSITION UPON DISSOLUTION**

Upon the dissolution or winding up of the Association, or in the event that it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the Association remaining after payment, or provision for payment, or all debts and liabilities of the Association shall be distributed at the discretion of the Board of Directors to one or more nonprofit funds, foundations, or corporations which are affiliated with the purposes consistent with the purposes of the Association, and which have established tax exempt status under 501 (c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, assets or income of the Association, in the event of dissolution thereof, be distributed to the directors, individual members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purposes.

**SECTION 4.**

**FINAL REPORT**

A final report of such liquidation and distribution of assets, as outlined above, shall be made to a General Membership Meeting within sixty (60) days of the date of disposal of the assets of the Association by the Treasurer and Secretary.

