

# **BYLAWS of NORTH CHAPTER REFEREES ASSOCIATION**

## **a Washington Nonprofit Corporation**

### **ARTICLE I. OFFICES**

This Corporation shall have such offices as the board of directors may designate or its business may require from time to time.

### **ARTICLE II. NUMBER OF DIRECTORS**

The initial number of directors of this corporation shall be seven. The number of directors is otherwise subject to change as provided in Section 2 of Article VI.

### **ARTICLE III. MEMBERS**

**Section 1. Members.** Membership in North Chapter shall consist of those persons qualified under the provisions of Article IV of the Articles of Incorporation.

**Section 2. Membership List.** The secretary of North Chapter shall maintain a current list of the names, addresses, email addresses and telephone numbers of the members.

**Section 3. Suspension of Membership.** The directors, by an affirmative vote of two-thirds of the members thereof, may suspend a member for cause after an appropriate hearing. Suspension for cause may be based upon a demonstration of inappropriate action, conduct or statements, whether or not done or committed incidental to the activities of North Chapter, and which, in the opinion of the directors, is detrimental to North Chapter or inconsistent with its objectives and purposes. This shall specifically include, but not be limited to, unprofessional behavior or conduct. The directors, by an affirmative vote of a majority of the members thereof may suspend the membership of any member who becomes ineligible for membership.

**Section 4. Rights of Suspended Members.** Any member suspended under the provisions of Section 3 retains all membership rights with the exception of being provided assignments to officiate soccer games through North Chapter.

**Section 5. Reinstatement of Membership.** Upon written request signed by a suspended member filed with the Secretary, the directors may, by an affirmative vote of two-thirds of the members of the board, reinstate such suspended member to full membership upon such terms as the directors may deem appropriate.

### **ARTICLE IV. AUTHORITY AND CONTROL OF THE CORPORATION**

The authority and control of North Chapter shall be vested in its members. The membership will exercise its authority by electing a Board of Directors to manage the affairs of North Chapter and by reserving to themselves the power to alter, amend, or repeal these Bylaws or to adopt new Bylaws.

### **ARTICLE V. MEETINGS**

**Section 1. Annual Meeting.** The annual meeting of the members shall be held during the month of August or September of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

**Section 2. Special Meetings.** Unless otherwise prescribed by statute, special meetings of the members may be called for any purpose or purposes by the president or by the board of directors and shall be called by the secretary at the written request of any director or members holding not less than one-tenth of all the votes of the members.

**Section 3. Place and Time of Meeting.** The annual meeting or special meetings of the members shall be held at such place within Snohomish County, Washington and time as the board of directors shall from time to time designate. Notwithstanding the foregoing, the board of directors may, in its sole discretion, determine that the annual meeting or special meetings of the members will not be held at any place, but may instead be held by means of remote communications, subject to those guidelines and procedures as the board of directors may adopt from time to time.

**Section 4. Notice of Meetings.** Written notice stating the place, day and hour, the means of remote communications, if any, of a meeting of members and, in the case of a special meeting of members, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) days and not more than fifty (50) days before the meeting, either personally, E-mail or by mail, by the secretary or by the person or persons authorized to call meetings of members. If written notice is placed in the United States mail, postage prepaid, addressed to a member at the member's address as it appears in the records of North Chapter, or sent by E-mail to the members E-mail address as it appears in the records of North Chapter, notice shall be deemed to have been delivered to the member.

**Section 5. Waiver of Notice of Meetings.** Notice of the time, place and purpose of any meeting may be waived in writing, either before or after the time stated therein, and will be waived by any member by his or her attendance in person or by proxy. Any member so waiving shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

**Section 6. Quorum and Adjourned Meetings.** Twenty members of North Chapter, represented in person or by means of remote communication or by proxy shall constitute a quorum at a meeting of members. If a quorum is present, a majority affirmative vote of the members present or represented and entitled to vote shall be the act of the members unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws. A majority of the members present or represented at a meeting, even if less than a quorum may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum.

**Section 7. Method of Voting.** Only members, as determined by North Chapter records maintained by the Secretary, shall be entitled to vote and may vote in person or by means of remote communication or by proxy. No right to cumulate votes at the election of directors shall exist. In person includes remote attendance of any online meeting

**Section 8. Proxies.** At all meetings of the members, a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary of North Chapter. No proxy shall be valid eleven (11) months from the date of its execution.

**Section 9. Informal Action by Members or Directors.** Any action required to be taken at a meeting of the membership or directors or any other action which may be taken at a meeting of the membership or directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the members or directors entitled to vote with respect to the subject matter thereof.

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of North Chapter shall be managed by its board of directors.

**Section 2. Initial Directors.** The members of the initial board of directors shall serve as defined in Article VI of the Articles of Incorporation. Any vacancy occurring in the initial board of directors, regardless of the cause therefor, shall be filled by the action of the remaining directors. Upon the expiration of the initial term of the initial board of directors, directors shall be elected for a term of two years. The term of such directors shall end on the day of month on which the annual meeting of members is held. In any event, each director shall serve until a successor is elected and qualified and shall be elected at an annual meeting of members.

**Section 3. Number, Tenure and Qualification.** The board of directors of North Chapter shall consist of four (4) elected officers and five (5) elected directors at large. The term of such directors shall end on the day of month on which the annual meeting of members is held in the year of the expiration of their term. In any event, each director shall serve until a successor is elected and qualified and shall be elected at an annual meeting of members.

**Section 4. Nominating Committee.** The nominating committee shall be composed of the Vice President and three (3) directors of North Chapter who are elected by the board. The committee shall be chaired by the Vice President, who shall convene a meeting of the committee at least sixty (60) days prior to each annual meeting of the members. It shall be the committee's responsibility to propose a slate of officers and director candidates and a report thereon at least forty (40) days prior to the annual meeting of the members. The Secretary shall include such report with the notice of the annual meeting when it is given to the members.

**Section 5. Election.** A person receiving the most votes at an election of directors shall be elected regardless whether such person receives a majority. If more than one director is to be elected at a meeting, then each director shall be elected separately so that, for example, the first vacancy shall be filled by election before the nominations are closed and the election is held for the second vacancy. Nominations shall be made separately for each vacancy, may be made by the nominating committee and may be made from the floor.

**Section 6. Resignation of Directors.** Any director may resign at any time by delivering written notice to the Secretary of North Chapter.

**Section 7. Removal of Directors.** At any meeting called expressly for that purpose, any number of directors, including the entire board thereof, may be removed, with or without cause, by a vote of a majority of the members entitled to vote on the matter. Any director who fails to attend three (3) consecutive regular meetings of the board may be subject to removal from office by a majority vote of the board at its next regular meeting. The Secretary shall notify such director in writing of the proposed action following the third such absence.

**Section 8. Regular Meetings.** Without other notice than this bylaw, a regular meeting of the board of directors shall be held immediately after and at the same place as the annual meeting of members. The board of directors may provide by resolution the time, means of remote communications, if any, and place, within Snohomish County, for holding any other regular meetings of the board of directors or committees called by them. In addition, the President or any director may call a special meeting of the board of directors.

**Section 9. Notice.** Written notice of special meeting of the board of directors stating the time and place thereof shall be given at least two (2) days prior to the date set for such meeting by the person authorized to call such meeting or the Secretary of North Chapter either by personal delivery to each director by mail or by E-mail addressed to the address of each director. If mailed or E-mailed, the notice shall be deemed to be given when deposited in the United States mail, postage prepaid, so addressed to the director or sent to the E-mail address contained in the records of North Chapter. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the registered office of North Chapter. Any director may waive notice of any meeting at any time. The attendance of any director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board of directors need to be specified in the notice or waiver of notice of such meeting.

**Section 10. Quorum.** A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of any business at any meeting of the directors, except that a lesser number may adjourn without further notice.

**Section 11. Manner of Acting.** The act of the majority of the directors present at a meeting or adjourned meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. Members of the board of directors, or any committee designated by the Bylaws or appointed by the board may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence, in person, at such meeting. Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors or a committee may be taken without a meeting if a consent in writing, setting forth the transaction so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

**Section 12. Duties of Directors at Large.** In addition to their statutory duties of directors of North Chapter, directors at large may also carry out such other duties as from time to time may be assigned to them the President or board of directors.

**Section 13. Compensation.** By resolution of the board of directors, the directors may be reimbursed for their board-related expenses. No such payment shall preclude any director from serving North Chapter in any other capacity and receiving compensation for such services.

**Section 14. Liability of Board Members.** Each director or officer now or hereafter serving the corporation, and each person who, at the request of or on the behalf of the corporation, is now serving or hereafter serves as a director or officer of any other corporation and the respective heirs, executors

and administrators of each of them, shall be indemnified by the corporation against all costs, expenses, judgments and liabilities, including attorneys' fees, reasonably incurred by or imposed upon them in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he is or may be made a party by reason of his being or having been such director or officer or by reason of any action alleged to have been taken or omitted by him as director or officer, whether or not he is a director or officer at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters to which he shall be finally adjudged, without right of further appeal in such action, suit or proceedings, to have been liable for willful misconduct in the performance of his duty as such director or officer. Such indemnification shall be made with respect to adjudication other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law.

**Section 15. Vacancies.** Any vacancy occurring in the board of directors, including a vacancy occurring by removal during the initial term of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of office.

**Section 16. Executive and Other Committees.** No executive or other committee shall be appointed on an ongoing basis to have and exercise the authority of the board of directors in the management of North Chapter; Provided, such a committee may be formed from time to time and for specific purposes if two-thirds of the directors adopt a resolution to that effect.

## **ARTICLE VII. OFFICERS**

**Section 1. Number, Election and Term of Office.** The officers of North Chapter shall be a President, a Vice President, a Secretary, and a Treasurer. Such offices shall be held simultaneously by directors specifically elected at the annual meeting of the members and will be elected as both directors and officers holding a specific office. The term of office of each of the said officers shall end on the day of the month on which the annual meeting of members is held in the year of the expiration of their terms as director.

**Section 2. Removal of Officers.** Since all officers are simultaneously directors of North Chapter, removal of a director under the terms of Article VI, Section 7 will also constitute the removal of the associated office. No officer may be removed without being removed as a director. When any director or any agent appointed by the board of directors is removed, such removal shall not prejudice contract rights, if any, of the person so removed. Election of a director or appointment of an agent shall not of itself create contract rights or rights to compensation.

**Section 3. Vacancies.** Since all officers are simultaneously directors of North Chapter, vacancies shall be filled under the terms of Article VI, Section 12.

**Section 4. Powers and Duties of Officers.** The President shall be the chief executive officer of North Chapter and, subject to the direction and control of the board of directors, shall have general charge and supervision of its property, business and affairs. The President shall preside at meetings of the members and board of directors. In the absence of the President, or in case of their inability to act, the Vice President shall act in their place and stead and shall have the powers and authority of the President, except as limited by the board of directors. In the absence of the President, the Vice President shall

assume the duties of the President, and, in general, perform such other duties as from time to time may be assigned to the Vice President by the President or the board of directors. The Secretary shall keep the minutes of the meetings of members and meetings of the board of directors in one or more books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with statutory requirements and the requirements of the Bylaws. The Secretary shall be the custodian of membership records of the association. The Secretary shall also perform such duties as from time to time may be assigned by the President or the board of directors. The Treasurer shall have custody, control and responsibility for all funds of North Chapter and the receipt and disbursement of such funds, and shall account for the same. At the expiration of their term of office, the Treasurer shall turn over to their successor all property of North Chapter in their possession. It is the Treasurer's duty to disburse North Chapter's funds for any and all invoices and other costs and expenses on a timely basis. The Treasurer is responsible for determining the validity of any other financial obligations to North Chapter, and if valid, to disburse North Chapter's funds to satisfy said obligations. The Treasurer shall collect any fees due to North Chapter from any and all entities. The Treasurer is also responsible for the preparation and submission of any financial reports required by statute, including any local, state or federal taxes for which North Chapter may be liable. The Treasurer also prepares IRS form 1099 or its successor for each member as necessary.

#### **ARTICLE VIII. OTHER OFFICERS**

Additional officers, not members of the board of directors, may be designated by resolution of a majority of the board of directors present at a meeting at which a quorum is present. Such offices shall be filled by an election conducted at a meeting of the members. The duties and term of office of these additional officers shall be prescribed in the resolution. Officers elected under the terms of this article may be removed using the provisions of Article VI, Section 7.

#### **ARTICLE IX. COMMITTEES**

**Section 1. Committees.** Committees not having and exercising the authority of the board of directors in the management of North Chapter may be designated by resolution of a majority of the board of directors present at a meeting at which a quorum is present. Unless otherwise provided in the Bylaws or such resolution, members of each such committee need not be members of the board of directors or members of North Chapter and shall be appointed by the President. Any member of a committee may be removed by the person or persons authorized to appoint such members whenever, in their judgment, the best interests of North Chapter shall be served by such removal.

**Section 2. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the board of directors and until their successor is appointed, unless the committee shall be sooner terminated or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 3. Chair.** One member of each committee shall be appointed chair by the President of North Chapter.

**Section 4. Vacancies.** Vacancies in the membership may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 5. Quorum.** Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the member present at any meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules.** Each committee may adopt rules not inconsistent with these Bylaws or with rules adopted by the board of directors.

#### **ARTICLE X. FINANCIAL MATTERS**

**Section 1. Checks, Drafts, Deposits, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of North Chapter shall be signed by such officer or officers, agent or agents of North Chapter and in such a manner as shall from time to time be determined by resolution of the board of directors. In the absence of such a resolution, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of North Chapter. All funds of North Chapter not otherwise employed shall be deposited from time to time to the credit of North Chapter in the banks, trust companies, credit unions or other depositories as the board of directors may select.

**Section 2 Safekeeping.** All deeds, leases, title papers, contracts, insurance policies, securities and evidences of ownership of property of North Chapter shall be kept under such safekeeping or custodial arrangements as the board of directors shall from time to time select and designate.

#### **ARTICLE XI. FINES FOR MISSING GAME ASSIGNMENTS**

Subject to a determination by the board of directors, any member failing to officiate at a soccer game assigned to them by North Chapter shall pay a fine of 1.5 times the amount of the fee they would have received for officiating such game by deduction from the next payment of fees from North Chapter to the member. Any member so fined may file a written petition to the board of directors asking for reconsideration of their determination. Such written petition must be made within sixty (60) days of the receipt of notice of such fine. After consideration of any such petition, the board of directors may reduce or waive the fine as they see fit.

#### **ARTICLE XII. ACCEPTANCE AND MANAGEMENT OF PROPERTY**

**Section 1. Gifts, Bequests, or Devises.** The board of directors may accept or not accept, on behalf of North Chapter, any contribution, give, bequest, or devise for the general purposes or for any special purpose of North Chapter, and provide for the disbursement of said give, bequest or device in accordance with the instructions of the testator or donor.

**Section 2. Investment Policy.** Unless otherwise provided by the terms of any gift, bequest, or device, the board of directors in acquiring, investing, reinvesting, exchanging, retaining, selling and managing property belonging to North Chapter, shall exercise the judgment and care, under the circumstances prevailing, which persons of prudence, discretion and intelligence exercise the management of their own affairs not with regard to speculation but with regard to the permanent disposition of their funds, considering the probable income as well as the probably safety of their capital. Within the limitations of the foregoing standard, the board of directors may acquire, invest in, and retain every kind of property, real, personal, or mixed, and every kind of investment, including specifically but not without in any way limiting the generality of the foregoing, bonds, debentures, and other corporate obligations, stocks,

preferred or common, and real estate mortgages, which persons of prudence, discretion and intelligence acquire, invest in or retain for their own account, and prescribe such general principles given in the investment of moneys of North Chapter from time to time as the board of directors deems to be proper, and in accord with the general aims of North Chapter.

#### **ARTICLE XIII. FISCAL YEAR**

The fiscal year of North Chapter shall be from September 1 to August 31.

#### **ARTICLE XIV. DISTRIBUTION AND REPORTS**

**Section 1. Distribution.** All moneys of North Chapter, other than administration and operational expenses and disbursements pursuant to specific gifts or instruments of transfer of moneys or property to North Chapter, shall be disbursed and paid out only with the approval of the board of directors.

**Section 2. Reports.** The board of directors and Treasurer shall report to meetings of members the transactions conducted by North Chapter and such report shall specify the amount of earnings and principal from non-earmarked funds available for disbursement and expenditure.

#### **ARTICLE XV. AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the members of North Chapter present at any regular meeting or any special meeting, provided that at least ten (10) days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting. The foregoing was adopted as the Bylaws of North Chapter Referees Association at a meeting of the members on August 24, 2021.