OHIO SOUTH STATE REFEREE COMMITTEE

By-Laws

Article 1: Name

The name of the Corporation shall be the Ohio South State Referee Committee, Inc., identified herein and otherwise as the OSSRC. It is organized as a non-profit Corporation under Ohio Law and is to be operated as an organization exempt from taxation pursuant to Section 501c (3) of the Internal Revenue Code of 1986, as amended.

Article 2: Affiliation

The OSSRC shall be associated with United States Soccer Federation (USSF) and shall make every effort to remain a member in good standing of the USSF.

Article 3: Principal Place of Business

The principal Corporation office shall be located, subject to change, at the following address:
8969 Cedargate Place, Huber Heights, OH, 45424-1189.

Article 4: Purposes

The purpose of the Corporation shall be:

- To recruit, instruct, certify, assign, assess, mentor, improve, and retain proficient soccer referees for USSF-sanctioned matches,
- To maintain the highest standard of officiating, and
- To promote the game of soccer and the spirit of fair play among all participants.

Article 5: Definitions

A) The *CORPORATION* shall mean the OSSRC, Inc.

B) The *OSSRC* shall consist of a Board of Trustees and a General Assembly.

C) The *BOARD OF TRUSTEES* shall consist of no more than nine (9) appointed or elected positions:

1) Chair,
2) Vice-Chair,
3) State Referee Administrator (SRA),
4) State Youth Referee Administrator (SYRA),

5) *State Director of Assessment (SDA),*
6) *State Assignor Coordinator (SAC)*
7) *State Director of Instruction (SDI),*
8) *Secretary, and/or*
9) *Treasurer.*

In the absence of a Chair and/or a Vice Chair serving on the Board of Trustees, their positions and duties as defined in these Articles shall be administered by the SRA and/or the SYRA respectively.

D) The *GENERAL ASSEMBLY* shall consist of the following appointed or other positions:

1) *District Referee Administrators (DRA),*
2) *District Directors of Assessment (DDA),*
3) *District Assignor Coordinators (DAC),*
4) *District Directors of Instruction (DDI),*
5) *President, Ohio-South Adult Soccer Association (OSASA), and*
6) *Executive Director, Ohio-South Youth Soccer Association (OSYSA).*

E) *A DISTRICT* shall consist of a geographical area within the boundary of Ohio South and shall contain a local referee association charged with implementing all USSF National Referee Committee policies, procedures, and programs to its local referees within its area.

F) A *MEMBER* shall include any person on the Board of Trustees and General Assembly of the OSSRC.

Article 6: Territory and Districts

A) The territory of the OSSRC shall be the southern half of the State of Ohio. Its boundary shall be the State line in the South, East, and West. In the North, the boundary line shall be: the southern boundary of the counties of Mercer, Auglaize, and Hardin, the eastern boundary of Hardin county, the southern boundaries of Wyandot, Crawford, Richland, Ashland, and Holmes counties, the western boundaries of Tuscarawas and Guernsey counties, and the southern boundary of Guernsey and Belmont counties.

B) The territory of the OSSRC shall include, but is not limited to, the original five (5) Districts, numbered as follows:

1) Cincinnati
2) Dayton
3) Columbus
4) Marietta, and
5) Sidney

C) To become a Member District, an area shall have a working USSF referee association, preferably governed by a written constitution. The local USSF referee association shall submit a written letter of application to the OSSRC to request status as a Member District. Acceptance of the application shall require a simple majority of those present and voting by the OSSRC. Districts may also be established by the OSSRC in smaller areas whose distance from metropolitan areas makes for difficult coverage, regardless of the presence of a referee association.

D) The OSSRC shall periodically review the districts within the OSSRC to determine whether the District structure is meeting the needs of referees, instructors, assessors and/or assignors within those districts. The OSSRC can choose to add, delete or merge Districts in order to assure that the needs of the referee program are met.

Article 7: Membership Eligibility

A) Any adult residing in or affiliated with any soccer organization in Ohio South, who is in good standing with the USSF as: a referee, assessor, assignor, instructor, coach, and/or player, may be eligible to become a Member of the OSSRC.

B) The OSSRC shall not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

C) A Member may resign from the OSSRC by written communication of his/her intent to the Chair and/or Secretary of the OSSRC.

D) A Member may be subject to dismissal from the OSSRC in accordance with Article 10 for failure to attend more than two (2) meetings within a twelve (12)-month period.

Article 8: Member Duties and Responsibilities

A) The duties and responsibilities of voting Members of the OSSRC shall be as specified by the USSF, subject to revision by the OSSRC and within compliance of USSF By-laws. The power and duties of any Member Position should not supersede those of another.

B) Current USSF documents on the roles and responsibilities of members are appended.

C) Members of the OSSRC are expected to make every effort to attend the regular and Special Meetings of the OSSRC.

D) The Chair will have general responsibility for the administration of the OSSRC, and will preside over at all meetings, in accordance with the Nonprofit Corporation Laws of Ohio.

E) The Vice-Chair shall assist the Chair, as assigned, and shall assume the duties and responsibilities of the Chair in his/her absence.

F) The Members shall appoint a Secretary, whose duties over a two (2)-year term shall consist of the following: preparing, recording, upgrading, filing, and distributing the member roster, meeting notices, agenda, attendance, minutes, and all OSSRC correspondence.

G) The Members shall appoint a Treasurer, who shall be bonded, and whose duties over a two (2)-year term shall consist of the following: keeping a complete, accurate account of financial transactions, serving as custodian of funds and making necessary transactions for the fiscal year (September 1st to August 31st), with OSSRC approval. The account may be reviewed or audited annually by an independent firm, as the Board of Trustees determines is necessary.

H) One Member may jointly hold the positions of Secretary and Treasurer.

I) The Members shall submit a budget proposal to the Treasurer for approval no later than 90 days prior to the end of each fiscal year. The Treasurer shall compile this budget in terms of administration, assessment, assignment, and instruction. The Treasurer shall prepare a report of annual expenditures no later than 30 days after the end of the fiscal year.

J) All Members of the OSSRC shall have equal access to all OSSRC information and records.

Article 9: Positions, Terms, and Term Limits

A) The positions of Chair and Vice-Chair shall be nominated and approved by a simple majority vote of the OSSRC, after consultation with the OSASA and OSYSA Presidents.

B) Positions of SRA and SYRA shall be determined in accordance with USSF Bylaws.

C) All state-level positions shall be appointed by the SRA, after nomination by any Member or Board-appointed committee, and approved by a simple majority vote of the OSSRC.

D) It is the intent that each Member holds only one position on the OSSRC. However, a single Member may hold multiple positions, when so determined by the OSSRC.

E) All District positions shall be nominated by the local referee organization or by the SRA and shall be approved by a simple majority vote of the OSSRC.

F) The term limits for each Trustee and General Assembly position on the OSSRC shall be two calendar years. The term limits of each Trustee and General Assembly Member position shall be staggered in two-year intervals, such that 1/2 of all Trustee and General Assembly Member positions will be replaced during each fiscal year.

1) The term limits of the following Member positions will commence on January 1st of even-numbered calendar years: SYRA, DDI, SAC, Treasurer, DRA for Districts 3 and 4, DDA for Districts 1 and 5, DDI for Districts 1, 2, and 5, and DAC for Districts 2, 3, and 4.
2) The term limits of the following Member positions will commence on January 1st of odd-numbered calendar years: SRA, SDA, Secretary, DRA for Districts 1, 2 and 5, DDA for Districts 2, 3 and 4, DDI for Districts 3 and 4 and DAC for Districts 1 and 5.
3) The term limits for the chair and Vice Chair (SRA) on the OSSRC shall be staggered on a calendar year basis.

G) The successor Trustees and General Assembly members will select replacements for their positions from the current eligible members serving on the OSSRC. Individuals selected for these replacements positions may hold joint positions on the OSSRC due to their membership in other soccer organizations.

H) There shall be no restriction on the number of terms, consecutive or otherwise, any Member may serve. Vacancies for these positions may be filled by appointment by the Chair until the next regularly scheduled meeting of the OSSRC.

I) The Board of Trustees will review the performance of all Members annually and take actions deemed appropriate, in the best interests of soccer.

J) At the expiration of a Member's term, he/she shall deliver to the successor all records and assets in his/her possession belonging to the OSSRC, and shall not be relieved from such obligation until such deliverance has been completed.

Article 10: Termination of Members

A) Grounds for the termination of any Member of the OSSRC includes but is not limited to: the failure of that Member to fulfill his/her designated duties and responsibilities, and/or any conduct of which discredits the OSSRC by words, deeds, or action, or conduct that is not in accordance with the Referee Code of Ethics of the USSF.

B) Allegations of such grounds listed in Article 10 (A) shall be submitted in writing to the Secretary. Upon receipt and review of the written allegations, the Chair (or Vice-Chair acting in the Chair's absence) shall be advised accordingly within seven (7) days of the receipt of such allegations.

C) The Chair (or Vice-Chair acting in the Chair's absence) shall within seven (7) days of such notification inform the accused Member in writing of the allegations. The accused Member shall be given the opportunity to admit or deny the allegations and provide any written comments, which must be submitted within fourteen (14) days of the accused Member's notification of said allegations.

D) Should the accused Member dispute the allegations, a hearing with the Chair of the OSSRC (or Vice-Chair acting in the Chair's absence), shall be set within thirty (30) days after the accused Member has submitted written comments with respect to the allegations. Such hearing shall be publicized and open to the public.

E) The accused Member and the person alleging the grounds for termination shall be entitled to appear before a hearing, be represented by counsel, present evidence and/or witness testimony, and be afforded the opportunity for limited cross-examination. Any Member of the OSSRC shall be able to question any person testifying before the OSSRC.

E) The accused Member has the right to have a record made of the hearing upon written request of the Secretary, Chair (or Vice-Chair acting in the Chair's absence).

G) Upon completion of the hearing, the OSSRC shall retire to vote on its verdict. A vote of seventy-five percent (75 percent) of the OSSRC present for the hearing (minus the accused Member) shall be necessary to terminate the accused Member.

H) A written decision, with reasons for making it, based solely on the evidence of record, shall be issued in a timely fashion by the Secretary of the OSSRC.

Article 11: Voting

A) There shall be one-vote (1) per Member of the OSSRC.

B) The Chair shall have no vote, except on issues where the Members' votes are equally divided.

C) Decisions with regard to all matters before the OSSRC, including but not limited to policy and budget issues, shall be by a simple-majority vote of the Members present at the meeting, unless otherwise noted in this document or amendments to it.

D) For Special Meetings, Members shall be able to vote by e-mail, fax, and/or phone call to the Secretary of the OSSRC on the date of the Special Meeting.

Article 12: Meetings

A) Meetings shall be conducted under the *Roberts Rules-of-Order* with the Chair presiding.

B) Written, e-mail or fax notice of meetings shall be sent to each Member at least seven (7) days in advance.

C) In the absence of the Chair, the Vice-Chair shall conduct meetings. In the absence of the Chair and Vice-Chair, the SRA shall conduct the meetings.

D) Should the Chair, Vice-Chair and SRA be absent from the meeting, the Members of the OSSRC present shall make no binding decisions.

E) No meeting of the OSSRC shall be held without a quorum of Members present. A quorum of the OSSRC shall consist of fifty percent (50 percent) of the OSSRC membership.

F) A quorum of the Board of Trustees shall be achieved if no more than two (2) members are absent, and either the Chair or Vice-Chair is present.

G) A 30-minute grace period shall be allowed to achieve a quorum, with more time added if the majority of those present agree.

H) There shall be, at a minimum, quarterly meetings of the OSSRC each calendar year. One of the quarterly meetings shall be deemed the annual meeting. A tentative schedule of the quarterly meetings shall be set during the last meeting of the calendar year.

I) The Chair, Board of Trustees, and/or SRA may call Special Meetings, with notice contingent on an emergency. The same rules for a quorum shall apply.

Article 13: Amendments

A) The OSSRC shall be permitted to amend, repeal, or adopt new regulations as need be, in accordance with the spirit of the game and any changes in USSF regulations.

B) This BY-LAWS may be amended at any regularly scheduled or Special Meeting by a vote of seventy-five percent (75 percent) of the members present.

C) Written notice of any proposed repeal, modification, or new provision must be presented in writing to each OSSRC Member at least thirty (30) days in advance of any voting.

D) Any matters not provided for in these rules, or by the rules of the USSF, should be determined and approved by the OSSRC.

Article 14: USSF Compliance

The OSSRC shall abide by USSF and OSSRC By-Laws, policies, and requirements and the applicable laws of the State of Ohio. In the event of a conflict between USSF and OSSRC By-Laws, policies and requirements, the USSF By-Laws, policies, and requirements will take precedence over and supersede the governing documents, and decisions of the OSSRC and its Members.

Article 15: Records

A) All records of the OSSRC shall be kept for a minimum of ten (10) years.

B) The Articles of Incorporation shall be permanently preserved.

Article 16: Non-Profit Corporate Status

A) This organization is not organized for any pecuniary profit, nor shall any part of its net earnings be distributed to its members. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in carrying out the purposes of the OSSRC set forth in Article 4.

B) The Corporation shall not conduct a substantial part of its activities in attempt to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activity or exercise any power that is not in furtherance of the purposes of this Corporation.

Article 17: Compensation

Costs and expenses incurred by OSSRC Members to execute their designated duties and responsibilities may be reimbursed in accordance with the policy statements of the Corporation.

Article 18: Mandatory Indemnification

A) The Corporation shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of this Corporation. This shall be done by reason of the fact that the person is a Member of this Corporation. The indemnification shall be against any expense, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Member, in connection with such action, suit, or proceeding, if the Member acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation. The indemnification will also be with respect to any criminal action or proceeding, if the Member had no reasonable cause to believe that the conduct was unlawful.

B) The termination of any action, suit, or proceeding, by judgment, order, settlement, or conviction, or upon a plea of non contendere or its equivalent, shall not, of itself, create a presumption that the Member did not act in good faith and in a manner which the Member reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, that the Member had no reasonable cause to believe that the conduct was unlawful.

Article 19: Insurance

The Corporation may purchase and maintain insurance against any liability asserted against any Member and incurred by the Member in such capacity.

Article 20: All-Powers Clause

This Corporation shall have the power to do any lawful acts reasonably necessary or desirable for carrying out its purposes.

Article 21: Dissolution of the OSSRC

A) Upon a motion of the majority of the Board of Trustees, and a vote of seventy-five percent (75 percent) of the membership of the OSSRC, the OSSRC may dissolve, in accordance with the laws of the State of Ohio, after satisfying all fiduciary duties and financial responsibilities. Any and all remaining assets shall be returned to the USSF, which has original rights to these funds.

B) The death, removal or resignation of any member of this organization shall not result in the automatic dissolution of this organization.

Revision	Date of Revision	Revision By:
Adopted	2/3/2002	K. Baldeosingh
General update	4/7/2013	C. Keaney

Michael Goenner, *OSSRC Secretary*
April 7, 2013