

BYLAWS OF PINELLAS SOCCER OFFICIALS ASSOCIATION, INC.

All of these Bylaws are subject to contrary provisions, if any, of the Corporation's Articles of Incorporation of the Florida Statutes and of other applicable law.

ARTICLE ONE

Name, Registered Agent, and Offices

1.1 Name. The name of the organization shall be the Pinellas Soccer Officials Association, Inc. (hereinafter PSOA). The association is incorporated with the Florida Department of State Division of Corporations as Pinellas Soccer Officials Association, Inc.

1.2 Registered Office and Agent. The corporation will maintain a registered office and will have a registered agent whose business office is identical with such registered office.

1.3 Other Offices. In addition to its registered office, the Corporation may have offices at such other place or places, within or without the State of Florida as the Board of Directors may from time to time appoint or as the business of the Corporation may require or make desirable.

ARTICLE TWO

Purpose

2.1 Purpose. The purpose of PSOA shall be to coordinate the assignment of its members as officials at soccer matches conducted by client schools in Pinellas County primarily; and to provide education, leadership, training and clinics in order to develop and refine the soccer officiating skills of the association members to officiate soccer matches.

2.2 Affiliation. PSOA shall maintain membership in the Florida High School Athletic Association (FHSAA), the entity involved in the certification of Florida interscholastic high school soccer officials. PSOA must, therefore, renew sanction (membership) each year with FHSAA to be able to represent high school officials/members in Pinellas County. Any rule established by PSOA may not contradict any FHSAA rule unless an exception is granted by FHSAA.

ARTICLE THREE

Members/Membership

3.1 Members. PSOA shall consist of regular members and affiliated members.

3.2 Membership. Membership is open to all qualified Soccer Referees without regard to race, color, national origin, religion, gender, disability, marital or veteran status, or any other legally protected status who have registered with FHSAA and declared PSOA as their primary soccer association. These officials are considered regular members. Affiliated members are defined by FHSAA as officials affiliated with the association on a secondary basis, include officials no longer registered with FHSAA and are not eligible to officiate FHSAA matches, student referees in the PSOA mentoring program, and other officials not sanctioned by FHSAA. For sanctioning purposes, that is, for FHSAA purposes, total membership in PSOA shall be defined as the total number of regular members, that is, officials registered with FHSAA who have designated the association as their primary local association. Preferably, all officials desiring to become regular members of the association should be at least 18 years of age, have at least 2 years experience as a soccer referee, and be sponsored by an existing member in good standing. However, PSOA, per FHSAA guidelines, must afford membership to any FHSAA official in good standing, who requests to join the association. As such, PSOA membership results when officials register with FHSAA and identify PSOA as their primary or secondary association.

3.3 Recruitment. PSOA must actively recruit new members to allow for efficient and effective management of its school commitments. The recruitment effort must include, as one of its recruiting objectives, the requirement to increase diversity in its membership especially women.

3.4 State Requirements. Per FHSAA guidelines, all regular members seeking assignment to a high school soccer match must be a FHSAA member in good standing to include in compliance with the Jessica Lunsford Act. However, officials making application for registration to the FHSAA Office for the first time may request and must be allowed to join PSOA on a conditional basis until such time as the official has been approved by the FHSAA Office.

3.5 Dues. PSOA members shall be required to pay annual dues to the Association. The Board of Directors shall determine the amount of such dues.

3.6 Discipline. The Board of Directors has the authority to fine members for misconduct or for failure to obey the PSOA and/or FHSAA rules and policies. Fines are assessed for missed meetings, failure to show at an assigned game, and other similar violations of policy. Such fines will be determined by the Board of Directors.

ARTICLE FOUR

The Board of Directors

4.1 Definition of the Board of Directors. The Board of Directors is that group of members vested with the management of the affairs of the Association.

4.2 General Powers. The business and affairs of PSOA will be managed by the Board of Directors. The Board of Directors will establish policies and procedures necessary to operate the organization in accordance with the objectives of the Association. In addition to the powers and authority expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and actions representing the membership as are not prohibited by law, by the Articles of Incorporation or by these Bylaws.

4.3 Number, Election and Term of Office. The number of Directors of the Corporation will be a minimum of four (4): President, Vice President, Secretary, and Treasurer. Additionally, the Board may add at large members, whose tenure on the board is staggered to enhance continuity of the Board. As of the adoption date for the revised by-laws, the Association has elected three at-large members, each for a staggered, three year term. Members at Large are considered as "Directors" for the purposes of defining Board responsibilities and authority. All Directors shall be elected by the members of the Corporation at the General Membership meeting per 3.3 above. Quorum for elections at the General Membership meeting is one-third of Association members. A majority for voting purposes is considered better than fifty percent of members present. The number of Directors may be decreased (if there are more than four directors) or increased from time to time by the Board of Directors by resolution adopted in accordance with Article Five herein, but no decrease will have the effect of shortening the term of an incumbent Director. Each Director, except in the case of death, resignation, retirement, disqualification, or removal will serve until the next succeeding meeting at which Directors are elected and thereafter until his or her successor has been elected and has been qualified.

4.4 Removal. Any Director may be removed, with or without cause, by the act of the majority of the Board of Directors at any meeting of the Board of Directors. If a Director is removed, that action is immediate. The membership will be immediately informed, and a replacement will be selected by the Board. The member selected to fill the vacant Director position will complete the term of the removed Director.

4.5 Vacancies. A vacancy occurring in the Board of Directors, including vacancies occurring by reason of an increase in the number of Directors, voluntary resignation or by the removal of a Director may be filled by the vote of a majority of the Directors remaining in office with the selected member completing the remaining unexpired term of the predecessor in office.

4.6 Compensation. Directors may not receive compensation for their services for the Association with the exception of those situations Directors incurred expenses as a result of representing the Association (i.e. travel expenses) or when purchasing supplies or related expenditures for the Association or as approved by the Board of Directors.

4.7 Committees of the Board of Directors. The Board of Directors will designate members to serve on the Association's five committees. A member of the Board may not be a member of the committee but will act as a liaison between the committee and the Board.

4.7.1 Member Committees. The Corporation, per FHSAA guidelines, will establish at least five committees which include Evaluation, Assignment, Recommendations, Grievance, and Education/Training. These committees exist to ensure that the Corporation operates in a fair and democratic manner, which is in the best interest of its members. The Board of Directors may, by resolution adopted in accordance with Article 4 herein, establish additional permanent committees, as needed. The Board or Directors shall have authority to appoint or remove a committee chairman and to approve or remove committee members. The President may also establish committees, appoint or remove committee chairmen and appoint or remove committee members, all subject to the approval of the Board of Directors. Neither a Board member nor the Booking Commissioner may serve as a voting member of any five FHSAA-designated committees. Board members may serve on a committee in an ex-officio capacity. No member may serve on more than one committee. Committees will consist of three or five members. Similar to membership rules, committee members do not need to be registered with FHSAA. However, FHSAA suggests that non-FHSAA members must ensure that FHSAA rules are understood and supported exclusively, especially in the Evaluation arena.

4.7.2 Assignment Committee. Reviews and oversees proposed soccer match assignments as prepared by the Booking Commissioner/Assignment Officer prior to the distribution of the assignments. The assignment of each member official to regular season contests (events that do not require FHSAA and/or National Federation of State High School Associations (NFHS) sanctioning) must be made by the PSOA Booking Commissioner/Assignment Officer and approved by the PSOA Assignment Committee before being issued to all member officials. Assignment for FHSAA sanctioned event must be completed by the Booking Commission/Assignment Officer. Also, this committee ensures official assignments have been made according to the capability of the official aligned to the difficulty of the match. This mandates compliance with requirements on the composition of official crews, reviewing and approving each member official's schedule of assigned contest, and making the Booking Commissioner/Assignment Officer aware of any corrections that need to be made before the assignment schedule is completed.

4.7.3 Grievance Committee. This committee is responsible for hearing complaints and appeals made or brought by one or more of its members. Further, this committee will investigate any and all grievances concerning PSOA and its membership. Member officials who have grievances because of penalties may appeal under the provisions of these Bylaws. Any committee member who has knowledge, directly or indirectly, of the grievance shall for that grievance abstain from participating in the grievance procedure. Members who filed grievances and disagree with the Grievance Committee decision on the grievance resolution may appeal directly to the Board of Directors.

4.7.4 Evaluation Committee. This committee is responsible for setting up the process and selecting those officials who will assist with the evaluation of member official within PSOA. Each official with two or more year experience should be evaluated at least once during each season. First year officials should be evaluated periodically throughout the season. Assessments or evaluations may be offered, if necessary, to reinforce good officiating skills.

4.7.5 Education/Training Committee. This committee is responsible for the planning, content, and implementation of training sessions, including on-the-field training. Per FHSAA rules/requirements, PSOA must hold a minimum of two training sessions – of at least one hour in duration - for its members during the regular season. This also includes educating members on FHSAA policies and procedures, NFHS rules and mechanics and application of the rules to specific situations, and developing a curriculum that is current and effective in both content and methodology.

4.7.6 Recommendation Committee. The Recommendations Committee is responsible for reviewing the evaluations of each member official during the regular season to determine which officials are qualified for consideration for State Series contests. This committee is also responsible for preparing and submitting to the FHSAA Office a list of member officials selected for assignment to State Series contest. The Booking Commissioner/Assignment Officer should act on the recommendations of this committee. The Recommendation Committee will consider officials who have met FHSAA criteria, which is: classified by FHSAA as Rank 1 or Rank 2; selected to officiate a district tournament contest; scored 80 or above on the FHSAA closed-book rules examination for that year; completed the FHSAA video rules presentation, and completed a field clinic within the previous four years. These officials will be given priority consideration for selection to official State Series contests. The association may, with the permission of FHSAA, select officials who have not met all of the criteria.

4.8 Conflict of Interest. No member of the Board of Directors shall be interested, directly or indirectly, in any contract executed by the Corporation, unless such contract is authorized by a majority of the non-interested members of the Board of Directors and the fact and nature of such interest is fully disclosed to the members of the Board of Directors at the meeting at which such contract shall be authorized.

ARTICLE FIVE

General Membership Meetings/Board of Directors Meetings

5.1 Scheduling. The Board of Directors will schedule meetings of the Association to include Annual General Membership Meetings, Regular General Membership meetings, Special Meetings, and Board of Director meetings.

5.2 General Membership Meetings. General Membership meetings, both regular and annual meetings, will be held according to a schedule established by the Board of Directors. Regular General Membership meetings serve to train members on FHSAA rules as well as techniques to improve performance, provide updates on events and point of emphasis, facilitate cooperation, and foster esprit de corps among members. A minimum of two Regular General Membership meetings during the season must be held to fulfill the FHSAA training requirement. An Annual General Membership meeting will be held in March of each year to elect a new Board of Directors for the upcoming season and any Members at Large, whose term has expired. The Board of Directors shall fix the day. Notice will include the date, time and place of the meeting. Such notice will be given either by e-mail not later than the fifth business day immediately preceding the date of the meeting, or by telephone, facsimile transmission or mail not later than the second business day immediately preceding the date of the meeting. Minutes for all meetings will be prepared and distributed, as appropriate.

5.3 Special Meetings. Special meetings of the Association and Board of Directors may be called by or at the request of the President or by any two Directors in office at that time, when it is deemed for the best interest of the organization. All decisions resulting from special meetings of the Board of Directors will be published to the general membership. Special general membership meetings may also be called when 25 percent of Association members petition the Board of Directors for a special meeting.

5.4 Board of Director Meetings. Board of Director Meetings shall be called by the President. These meetings shall be open to the general membership.

5.4.1 Place of Meetings. The Board of Directors may hold their meetings at any place within the State of Florida. Similarly, the Board of Directors will designate a place for regular and annual meetings, as well as special meetings.

5.4.2 Notice of Meetings. No notice will be required for any scheduled regular meeting of the Board of Directors unless time and location have changed. Unless waived, if a special meeting has been called pursuant to Section 5.2, any Director will give notice to each of the other Directors of the special meeting. Notice will include the date, time and place of the meeting. Such notice will be given either by e-mail not later than the fifth business day immediately preceding the date of the meeting, or by telephone, facsimile transmission or mail not later than the second business day immediately preceding the date of the meeting.

5.4.3 Quorum. Four (4) Directors will constitute a quorum for the transaction of business at meetings of the Board of Directors. If a quorum is not present at any meeting of the Directors, the Directors present may adjourn the meeting until a quorum will be present, without notice of the time and place that the meeting will be reconvened other than announcement at the adjourned meeting.

5.4.4 Vote Required for Action. The vote of a majority of the Directors present and voting at the time of the vote, if a quorum is present at the time, will be the act of the Board of Directors, unless the vote of a greater number is required by the Florida Statutes, the Articles of Incorporation or these Bylaws. Each Director shall have one vote; and such voting may be done by proxy.

5.4.5 Participation by Conference Telephone. Members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in a meeting of the board or of such committee by means of conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 5.7 will constitute presence in person at such meeting.

5.4.6 Action by Directors without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any action that may be taken at a meeting of a committee of Directors may be taken without a meeting if a written consent, setting forth the action so taken, will be signed by all the Directors, or all the members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee. Such consent will have the same force and effect as a unanimous vote of the Board of Directors or the committee.

5.4.7 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It will not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting that was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted that could have been transacted at the meeting that was adjourned.

5.5 Parliamentary Authority. Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE SIX

Notice of Waiver

6.1 Procedure. Whenever these Bylaws require notice to be given to any Director, the notice will be given as prescribed in Section 5.3.

ARTICLE SEVEN

Officers

7.1 Officers and Elections. The officers of the Corporation will be a President, a Vice President, a Secretary, and a Treasurer, each of whom will be elected or appointed by the general

membership at the last Association meeting of the fiscal year. The Board of Directors will select a Booking Commissioner.

7.2 Term. Each member of the Board of Directors will serve at the will of the membership or the Board of Directors or until their earlier death, resignation, removal, retirement or disqualification; provided, however, that no officer will serve more than three (3) consecutive years in the same capacity, except at the direction of the Board of Directors.

7.2.1 President. The President will be the chief executive officer of the Association and will have general supervision responsibility of the business of the Corporation. The President will see that all orders and resolutions of the Board of Directors are carried into effect and perform the duties and exercise the powers, whether such duties and powers are specified in these Bylaws or otherwise, as may from time to time be delegated by the Board of Directors.

7.2.2 Vice President. The Vice President shall assist the President in the management of the organization. In the absence of the President or in the event of the President's refusal to act, the Vice President shall perform all the duties of President, and in so acting, the Vice President shall have all of the powers of the President. The Vice President shall perform all other duties and have such authority as prescribed by the Board of Directors.

7.2.3 Secretary. The Secretary will be responsible for keeping accurate, permanent records of the acts and proceedings of all meetings of directors and committees of directors. The Secretary will have authority to give all notices required by law or these Bylaws. The Secretary may affix the corporate seal to any lawfully executed documents requiring it and will sign such instruments as may require the Secretary's signature. The Secretary will assist the President with the daily operation of the organization. The Secretary will perform such other duties and have such other authority as may from time to time be delegated by the Board of Directors or the President.

7.2.4 Treasurer. The Treasurer will be responsible for the custody of all funds and securities belonging to the Corporation and for the receipt, deposit or disbursement of such funds and securities under the direction of the Board of Directors. The Treasurer will be responsible for the custody of the corporate books, records, contracts and other documents. The Treasurer will cause full and true accounts of all receipts and disbursements to be maintained and will make such reports of the same to the Board of Directors and President upon request.

7.2.4.1 At each Board meeting and at any time requested by the President, the Treasurer will be responsible to provide a full accounting of all Association funds to include expenditures, income, and pending invoices.

7.2.4.2 The Treasurer, in conjunction with the President, is responsible for negotiating all Association contracts and is solely responsible for preparing and receiving all contracts with all schools and vendors.

7.2.4.3 The Treasurer is the Board member responsible to insure the Association is in compliance with Para 10.4, below and will certify to the Board prior to April 1 of each fiscal year that those requirements were completed.

7.2.4.4 The Treasurer will perform such other duties and have such other authority as may from time to time be delegated by the Board of Directors or the President.

ARTICLE EIGHT

Booking Commissioner/Assignor

8.1 Booking Commissioner/Assignor. The Assignor or Booking Commissioner is responsible to assign games as directed by the Board of Directors and FHSAA. S/he will work closely with the Assignment, Evaluation, and Recommendation Committees in performing the duties of this position. The Assignor is a member of the Board of Directors but is not a voting member. The assignor will be selected by the Board of Directors and not the general membership. This individual must be a registered assignor with FHSAA. Criteria for assigning games includes consideration of the qualification and ability of the member as determined by his/her FHSAA ranking, the officials performance on the most recent FHSAA rules examination, and the evaluations of the member made by one of the assessors in the Evaluation Committee. Members who have not taken the soccer exam for the current year may not work varsity contests after grades are posted unless approved by FHSAA. The Assignor will ensure that no preference to a particular school or member is allowed.

ARTICLE NINE

Indemnification

9.1 Indemnification. No officer or director of the Corporation shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts performed for or on behalf of the Corporation. The corporation may purchase and maintain insurance on behalf of any person who is, or was, a Director, officer, or employee of the Corporation against any liability asserted against such person or arising out of such person's status or actions in that capacity, whether or not the Corporation would have the power to indemnify such person under the provisions of Chapter 607 of the Florida Statutes, except for gross negligence, fraud, or embezzlement.

ARTICLE TEN

Miscellaneous

10.1 Books and Records. The Corporation will keep correct and complete books and records of account and will keep minutes of the proceedings of the Board of Directors and any committee having the authority of the Board or appointed by the Board, or by the President of the Corporation. All books and records of the Corporation may be inspected by any officer or Director or by his agent or attorney for any proper purpose at any reasonable time.

10.2 Fiscal Year. The fiscal year, subject to the provisions of this paragraph, is to be from July 1 through June 30. The Board of Directors is authorized to change the fiscal year.

10.3 Seal. The corporate seal will be in such form as the Board of Directors may from time to time determine.

10.4 Annual Statements. As soon as practicable after the close of each fiscal year the Corporation will prepare (a) a balance sheet showing in reasonable detail the financial condition, of the Corporation as of the close of its fiscal year, (b) a receipt and disbursement statement showing the results of its operations during its fiscal year, and (c) all other reports or forms necessary or required under the Internal Revenue Code of 1986, as amended. The Annual Statement will be made available to members.

10.5 Membership in Organizations. The Corporation understands and accepts requirements for sanction in the Florida High School Athletic Association (FHSAA), as defined in the *FHSAA Officials Guidebook*, and as it may be changed from time to time. Requirements include but are not limited to: registration, rules presentations and examinations, obligations of officials associations, mandatory committees pursuant to Article 4.8 herein, official assignment, dress code and athletic regulations that apply to officials.

ARTICLE ELEVEN

Amendments

11.1 Power to Amend Bylaws. The general membership may amend or repeal these Bylaws or adopt new Bylaws by a simple majority vote. Proposals for amendment must be presented in writing to the Secretary not less than two months prior to the Annual General Membership meeting. The Secretary shall provide every member a copy of the proposed amendments or the update not less than two (2) weeks before the Annual General Membership meeting. Amendments will be approved with a greater than 60 percent of the votes of members present.

ARTICLE ELEVEN

Offices

The undersigned certifies the forgoing By-Laws have been adopted as the By-Laws of the Corporation in accordance with the requirements of the Business Corporation Act this ____ day of _____, 2009.

Signature - Secretary