

This Corporation was formed the 4th day of March, 1986, as nonprofit corporation under the Iowa Nonprofit Corporation Act, Chapter 504A, Code of Iowa, as amended. By- Laws are modified March 15, 2004, by vote of the general membership.

**AMENDED AND RESTATED BYLAWS
MID IOWA SOCCER
OFFICIALS ASSOCIATION
[MISOA]**

ARTICLE 1 NAME

The name of this organization shall be the Mid Iowa Soccer Officials Association [MISOA]. This organization shall be affiliated with the Iowa Soccer Association [USSF] and the Iowa High School Athletic Association [IHSAA], the Iowa High School Girls Athletic Union [IGHSAU] and the National Intercollegiate Soccer Officials Association [NISOA].

ARTICLE II OBJECTIVES

It shall be the objectives of MISOA

Section 1 To Improve and promote the proficiency of soccer officials.

Section 2 To promote and maintain the highest degree of soccer officiating by following a standard set of mechanics, consistent interpretations and administration of the rules of soccer as defined by the affiliated organizations.

Section 3 To make available trained, certified and capable officials.

Section 4 To cooperate with organizations and institutions officially related to the game of soccer and furthering its interests and ideals.

ARTICLE III MANAGEMENT

Section 1 Nonprofit Status. This corporation is not organized for pecuniary profit, and it shall not have any power to issue certificates of stock or declare dividends, and not part of its net earnings shall inure to the benefit of any member, director, officer, or individual. The balance, if any, of all money received by the Corporation from its operation, after payment in full of all debts and obligations of the Corporation shall be used and distributed exclusively for carrying out the stated purpose of purposes of the Corporation consistent with laws and regulations applicable to a nonprofit corporation governed by the provisions of Section 501(c)(7) of the Internal Revenue Code of 1954, as amended, and Chapter 504A, Code of Iowa, as amended.

Section 2 Administrations. The administration of the affairs of this corporations shall be vested in the Board of Directors, i.e. the President, President Elect, Director of Collegiate Officiating, Director of Scholastic, Director of Adult Officiating, Director of Youth Officiating, Secretary, Treasurer, immediate past President and one Director at Large.

Section 3 Vacancies. When any vacancy occurs in any office, excluding the President, the Board of Directors is empowered to fill same until the next annual general meeting, and furthermore shall do so within thirty (30) days following confirmation of said vacancy.

Section 4 Compensation. All officers of the Corporation shall serve without compensation except that actual expenses authorized by the Board of Directors may be reimbursed.

Section 5 Business. The Executive Committee and the Board of Directors may hold such meetings as shall be necessary to conduct the business of MISOA.

ARTICLE IV MEMBERSHIP

There shall be **five (5)** categories of membership: Class 1, Class 1A, Class 2, Class 3 and Emeritus.

Section 1 Class 1 Membership. Any member who is a current certified soccer referee of an affiliated organization and who is not delinquent in payment of dues shall be considered a Class 1 member. Only Class 1 members shall be allowed to vote on any issue submitted to the general membership.

Section 2 Class 1A Membership. Any Class 1 member who has qualified as a collegiate referee under the auspices of the Mid Iowa Chapter of NISOA (a wholly owned affiliate of MISOA) and who is not delinquent in payment of dues shall be considered a Class 1A member. Class 1A members shall be allowed to vote on any issue submitted to the general membership as well as having voting privileges with the Mid Iowa Chapter of NISOA.

Section 3 Class 2 Memberships. Any member not delinquent in payment of dues who does not meet the requirements of Class 1 membership shall be considered a Class 2 member. Class 2 members shall have no voting rights in this corporation and may not hold office. Class 2 members shall be automatically upgraded to active status with the approval of the Executive Committee upon meeting the requirements of Class 1 membership.

Section 4 Class 3 Memberships. Any member who is a current certified soccer referee of an affiliated organization and has not yet reached the age of 19 may become a member without paying an annual due. That member shall not become a Class 1A member without paying full dues. Class 3 members shall not be allowed to vote on any issues submitted to the general membership.

Section 5 Emeritus Memberships. Emeritus membership may be bestowed, by a majority vote of the Board of Directors on those persons who have distinguished themselves in the interest of soccer. They shall not have the right to vote or hold office and shall not pay dues. An emeritus member must have met the criterion of Class 1 membership in the past.

Section 6 Duties.

1. This corporation shall hold general membership meetings as set by the Board of Directors with a minimum of **six (6)** per year.

Section 7 Dues.

1. There shall be annual dues as established by the Board of Directors.
2. A change in annual dues and/or percentage of distribution may be made upon recommendation of the Board of Directors and ratification by two-thirds of the membership present at the annual general meeting. Payment must be received on or before January 1. Dues received after January 1, are subject to a late fee assessment.
3. Class 2 member dues shall be the same as Class 1 (full member) dues
4. Reduced fee for full-time students at college or high school level.

Section 6 Memberships.

1. Applications for membership shall be approved by the Executive Committee.
2. New members joining after July 1 shall not be assessed a late annual fee assessment penalty.

ARTICLE V OFFICERS

Section 1 The President:

1. Shall preside at all meetings.
2. Appoints members of all committees for specific or general purposes and may, at his/her discretion, serve as an ex-officio member of any or all committees.
3. Shall automatically become a member of the Board of Directors during the administration immediately following his/her term of office as President.
4. Shall not succeed herself/himself as President.
5. Each year shall determine that the corporate agent has met the requirements of the State of Iowa.
6. Shall be the chief parliamentary officer.
7. Shall assign members to the Referee's Ethics Committee, the Training Committee, the Assessment Committee, the Assignment Committee, the Membership Committee and the Public Relations Committee.
8. Each of the respective Committee Coordinators shall be responsible to him/her for their activities.

Section 2 The President Elect:

1. Shall assume the duties of the President for the remainder of that term should that office become vacant.
2. Each of the respective Committee Coordinators shall be responsible to him/her for their activities.
3. Shall serve as liaison and Ex-officio member of the board to such other organizations and association as the President and Board of Directors shall see fit.
4. This shall include the responsibility for instruction, assessment and the promotion of professionalism for referees.

Section 3 The Director of Collegiate Officiating:

General: Assumes the overall responsibility for the administration of the affairs of collegiate refereeing under the auspices of Mid Iowa Chapter – National Intercollegiate Soccer Officials Association. Is responsible to conduct all operations in accord with NISOA and MISOA policy.

1. Maintains the liaison with the national and regional offices of NISOA.
2. Maintains a liaison with the colleges and universities in the MIC-NISOA area regarding schedules, fees and problems.
3. Maintains a liaison with neighboring chapters of NISOA in areas of joint training.
4. Responsible for the recruiting and verification of appropriate credentials for prospective and new members.
5. Provides for the development and evaluation of all members regarding fitness and game administration.
6. Oversees the assignment of officiating teams to college matches and informs all colleges.
7. Refers all disciplinary issues requiring more than a reprimand to MISOA Ethics Committee.
8. Shall serve as liaison and Ex-officio member of the board to such other organizations and association as the President and Board of Directors shall see fit.

Section 4 The Director of Scholastic Officiating:

General: Assumes the overall responsibility for the administration and conduct of high school officiating in the central Iowa area in accord with MISOA policy.

1. Maintains the liaison with the IHSAA and IGHSOU state offices regarding training and registration issues.
2. Maintains a liaison with the high schools in the central Iowa area regarding schedules, fees and problems.
3. Maintains a liaison with neighboring associations of high school officials regarding joint training.
4. Responsible for the recruiting and verification of appropriate credentials for prospective and current members.
5. Provides for the development and evaluation of all members regarding fitness and game administration.
6. Oversees the assignment of officiating teams to high school matches and informs all schools.
7. Refers all disciplinary issues requiring more than a reprimand to MISOA Ethics Committee.
8. Shall serve as liaison and Ex-officio member of the board to such other organizations and association as the President and Board of Directors shall see fit.

Section 5 The Director of Adult Officiating:

General: Maintains a liaison with the adult leagues using MSIOA members in the central Iowa area. Provides input regarding special needs of officials and programs.

Shall serve as liaison and Ex-officio member of the board to such other organizations and association as the President and Board of Directors shall see fit.

Section 6 The Director of Youth Officiating:

General: Maintains a liaison with the youth leagues using MSIOA members in the central Iowa area. Provides input regarding special needs of officials and programs.

Shall serve as liaison and Ex-officio member of the board to such other organizations and association as the President and Board of Directors shall see fit.

Section 7 The Secretary:

1. Shall oversee the keeping of sufficient and adequate records of attendance, the proceedings at all regular or special meetings of the membership, of the Board of Directors and/or the Executive Committee.
2. Shall see that all members are notified in writing of general membership meetings no less than 5 days in advance.
3. Maintain access for the membership to all policies and procedures on the internet.
4. Shall otherwise perform the usual secretarial duties, or duties as requested by the Board of Directors.

Section 8 The Treasurer:

1. Shall oversee the preparation of an annual and otherwise appropriate budgets at the beginning of the year and as requested by the Board of Directors throughout the year.
2. Shall oversee the collect dues and disburse funds upon proper authorization to do so and shall see that all necessary records of receipts and disbursements are kept.
3. Shall present a current financial report at each meeting of the Board of Directors and an annual financial statement to the Board of Directors for examination and approval each year.
4. Shall see that a current list of assets are kept and otherwise perform the usual duties of the office of Treasurer, or as requested by the Board of Directors.
5. Shall oversee the membership records containing the names, addresses and other pertinent information for each member.

Section 9 The Director at Large:

1. Shall serve on the Board of Directors and any other committees as shall be deemed necessary and proper by the Board of Directors.
2. Shall serve to guide and consult with the Executive Committee and shall represent the interests of the general membership at all times.
3. Shall assume the duties of the President for the remainder of that term should that office become vacant and there is no President-elect eligible for succession.

Section 10 The Immediate Past President:

1. Seated on the board as an active director and advisor to the new president.
2. Heads the nomination committee (made up of past presidents).

Section 11 Director(s) - Ex officio

This corporation shall allow ex-officio members from affiliated and other organizations and associations with similar purposes to be seated as advisers on the Board of Directors as determined by the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

Section 1 Duty. It shall be the duty of the Board of Directors, otherwise referred to herein as the Board, to control the matters of finance and financial policy; activities; applications for membership; grievances; the establishment of all standing committees; and to act as a steering committee in pursuit of the general welfare of the association and its objectives.

Section 2 Limitations: The President may delegate investigations of procedures to specific committees, which he/she has appointed, but the final disposition, short of appeal to the membership shall be made by the Board of Directors.

Section 3 Meetings: All meetings of the Board of Directors shall be open to attendance by the general membership. Items from the general membership may be placed on the agenda one week in advance of a regularly scheduled meeting by any member or may be brought up for consideration at any meeting at any time by a member of the Board of Directors.

Section 4 Ex-officio Members. This corporation shall allow ex-officio members from affiliated and other organizations and associations with similar purposes to be seated as advisers on the Board of Directors as determined by the Board of Directors.

Section 5 Liaisons with Affiliates. This corporation shall establish liaisons with affiliated and other organizations and associations with similar purposes through the use of the offices of President, President-elect, Immediate Past President, or any other member of this corporation as determined by the Board of Directors. They shall be allowed to act as ex-officio members of affiliated and other boards only with the approval of this corporation's Board of Directors.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1 Duty. It shall be the duty of the Executive Committee to conduct the business of this corporation between meetings of the Board of Directors. They shall control matters concerned with refereeing the game. This shall include the responsibility for instruction, assessment and the promotion of professionalism for referees.

Section 2 Members. The committee shall be comprised of the President, the Secretary and one other member elected from the Board of Directors.

ARTICLE VIII FUNDS

Section 1 Fund. This corporation may charge fees and accept personal, corporate and governmental grants or gifts to secure the funds necessary for the acquisition and development of land, and capital improvements and to provide for programs and services in accordance with these stated purposes.

Section 2 Repositories. Nothing to contrary withstanding, all funds utilized for the purposes of the Corporation shall be promptly deposited in the lawful depository of the Corporation and be disbursed only by resolution of the Board of Directors, or as provided in the budget, or as required by existing contracts previously approved by the Board of Directors.

Section 3 Agents. The President, President-Elect and Treasurer shall be authorized to draw on the funds of the organization. The Treasurer shall see that the proper documents are in order to effect this.

ARTICLE IX NOMINATING AND ELECTION PROCEDURES

Section 1 Rights of the Board of Directors. The officers and directors shall be elected at the annual general meeting by the voting members of the Association. They shall be voted for separately by ballot and receive the majority of all votes cast. The rights of the Board of Directors as provided shall cease at that part of the next annual general meeting, following their term of office, when a temporary chairperson has been appointed to conduct the election of officers and directors shall take office immediately upon election to that office.

Section 2 The Nominating Committee. The nominating committee shall be the immediate Past President and two Past-Presidents who shall present the name of at least one nominee for each of the offices to the Secretary for inclusion in the notice for the annual general meeting. Hereafter, nominations for each office shall be in order from the floor. Prior agreement of a prospective nominee to serve must be obtained to validate a nomination. No individual can be considered for more than one (1) office.

Section 3 Ballots. The Secretary shall prepare ballots for the election with provisions for write-ins.

Section 4 Time and Place. The annual election shall be held at the general annual meeting unless otherwise directed by the Board of Directors. This meeting shall be held on the third Monday of February. The chair shall be turned over to a member not holding or running for office who shall oversee the election and install the new officers.

ARTICLE X VIOLATIONS

Section 1 Responsibility. This corporation shall deal with violations of the rules of the game, the rules and regulations of this corporation, or the misconduct as it affects any member of the corporation. This corporation shall resolve differences and controversies which may arise between one or more of the members.

Section 2 Disciplinary Actions. The Board of Directors may discipline, fine or suspend members after due process. Suspension imposed by this corporation shall be recognized by all members. Sanctions imposed by this corporation shall be recognized by all members.

Section 3 Appeals. Individual members may appeal any disciplinary action of the Board of Directors to the general membership within 60 days of their having been notified in writing of said disciplinary action.

ARTICLE XI QUORUMS

Section 1 A quorum for voting at general membership meetings shall consist of one member over 25% of the voting members. A quorum is required to hold general membership meetings.

Section 2 A quorum for voting on amendments to the Constitution or Bylaws shall consist of one member over 40% of the voting members. A quorum is required to ratify such amendments.

Section 3 A quorum for the Board of Directors meetings shall be 5 voting members of the Board.

Section 4 A quorum for the Executive Committee shall be 3 voting members of the committee.

ARTICLE XII ORDER OF BUSINESS

All parliamentary business not otherwise specified in the rule and Regulations shall be governed by Robert's Rules of Order (most recent revision).

ARTICLE XIII RESPONSIBILITY FOR ASSIGNED GAMES

Section 1 Assignment. Assignments for all games within the jurisdiction of this corporation shall be made by special committees appointed by the President.

Section 2 Appearances. Failure to report at assigned games without prior notification to the corporation shall be reviewed by the Ethics Committee with recommendations presented to the Board of Directors for possible disciplinary action.

ARTICLE XIV MATTERS NOT PROVIDED FOR

Any matters not provided for in these bylaws shall be determined by the Board of Directors of this corporation.

ARTICLE XV STANDING COMMITTEES

Section 1 Internal Audit Committee. The Executive Committee shall appoint, as early in each fiscal year as practical, an Internal Audit Committee consisting of at least two members to audit the books and records of the Corporation and report thereon to the Board of Directors. This committee shall be headed by a chairperson who will report back to the Board of Directors within 30 days of his/her appointment.

Section 2 Nominating Committee. The nominating committee shall be the immediate Past President and two additional past presidents. This committee shall be headed by a chairperson who shall present the name of at least one nominee for each of the offices to the Secretary in time for inclusion in the notice for the annual general meeting.

Section 3 Referee Ethics Committee. Shall report to the President and shall be headed by a Chairperson appointed by the Board of Directors. This committee will be responsible to oversee the general climate regarding soccer officials and MISOA in the soccer community, to handle any charges of unethical conduct of the members of MISOA, and to recommend policy and procedure governing the same to the Board of Directors. They may take on such other activities as the Board shall deem appropriate.

Section 4 Public Relations Committee. Shall report to the President and shall be headed by a Coordinator of Public Relations who shall be appointed by the Board of Directors. This committee will be responsible to oversee the needs of the corporation with respect to bettering its public image, soliciting new members, maintaining a favorable profile with affiliated organizations and to recommend policy and procedure governing the same to the Board of Directors. They may take on such other activities as the Board shall deem appropriate.

Section 5 High School Compliance Committee. Shall report to the Director of Scholastic Officiating and be headed by a Chairperson appointed by the Board of Directors. The Chairperson will be responsible to review and ensure that the membership is maintaining the proper standard with established by-laws, policies and procedures that affect their good standing. This position will also be responsible to advise the Board of Directors and crew chiefs so that the appropriate review and corrective courses of action may be taken.

Section 6 Committee Memberships. Except where otherwise provided, membership on these committees will be at the discretion of the Coordinator and with the approval of the Board of Directors. The number of voting members on these committees, except where otherwise provided, will be determined by the Board of Directors.

Section 7 Funding. Except where otherwise provided, the Coordinator of each committee shall provide a budget for the operating needs of their respective committee to their respective Board member by April 1st of each year. The Board will then decide on the degree and for what purposes each committee will be funded for in their planned activities.

ARTICLE XVI REMOVAL FROM OFFICE

A Review Board headed by the President shall be appointed by the Board of Directors to review the conduct of an officer upon a written request by the majority of the membership. The President-Elect shall take charge of this proceeding if the President is the officer in question.

ARTICLE XVII ANNUAL REPORT

An Annual Report shall be compiled each year. Such report shall include: President's Statement, Treasurer's Financial Statement, Secretarial records, those reports of other officers as the President shall see fit and all reports by committees. This report shall be presented at the annual general meeting.

ARTICLE XVIII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, MEMBERS, VOLUNTEERS AND AGENTS

Section 1 Inclusion. Any person who was or 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 by reason of the fact that he/she is or was a Director, Officer, employee, member, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as Director, Officer, employee, member, volunteer or agent of another corporation, partnership, joint venture, trust, or enterprise, shall be indemnified to the following extent and under the following circumstances:

1. In an action, suit or proceeding other than an action by or in the right of the Corporation, such person shall be indemnified against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

2. In an action, suit or proceeding by or in the right of the Corporation, such person shall be indemnified against expenses (including attorney's fees) actually and reasonable incurred by him/her in connection with the defense or settlement of such action or suit if he/she reasonably believed to be in or not opposed to the best interests of the Corporation except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, such person is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper.

Section 2 Limitations. Any such indemnification under this Bylaw (unless ordered by a court) shall be made by the Corporation only:

1. To the extent that a Director, Officer, employee, member, volunteer or agent of the Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding, or

2. Upon determination that the indemnification of such Director, Officer, employee, member, volunteer or agent is proper in the specific circumstances because he/she has met the applicable standard of conduct set forth in this Bylaw. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 3 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid in advance of the final disposition of such action, suit, or majority vote of a quorum consisting of Directors who are not parties to such action, suit, or proceeding, and upon receipt of an undertaking by or on behalf of the Director, Officer, employee, member, volunteer, or agent to repay such amount unless indemnified by the Corporation under this Bylaw.

Section 4 Exclusivity. The indemnification herein provided shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any statute, is hereafter amended, or any other Bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, member, volunteer or agent and shall inure to the benefit of the heirs, executor and administrator of such a person. It is intended by the foregoing, and it shall be so interpreted, to provide all such indemnification of officers, Directors, employees and volunteers as may be permitted under the Code of Iowa, or hereafter amended.

**ARTICLE XIX TERMINATION, DISSOLUTION OR
LIQUIDATION OF ASSETS**

In the event of termination, dissolution or liquidation of the assets of this Corporation, its assets shall be applied and distributed, consistent with Article Q of the Articles of Incorporation, as follows:

Section 1 All liabilities of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore;

Section 2 Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such instruments governing the establishment of such requirements; and

Section 3 Any remaining assets shall be transferred or conveyed exclusively for the purposes of the Corporation or to such organization or organizations operated exclusively for recreational, charitable, educational or other non-profitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as it may be amended, in such manner as the Board of Directors shall determine.

ARTICLE XX AMENDMENTS OF THESE BYLAWS

These bylaws may be amended by a two-thirds majority of the quorum at the annual general meeting and shall take place immediately there being no other indication to the contrary. The membership shall be informed in writing of the proposed changes of these bylaws at the time they are notified of the annual general meeting. Upon adoption of any amendments, the secretary shall update these bylaws and make them available to the membership.

These Bylaws shall be effective immediately on the affirmative vote of two-thirds of the members present and voting at a meeting called for that purpose.

I certify the above Bylaws were duly
adopted at a meeting called for that
purpose on the _21st_day of March_, 2005

George Clavenna, Secretary, MISOA

ATTEST:

Tom Dougherty, President, MISOA

Policy adopted 3/21/05

1. Members are required to attend at least three of these meetings per year. Attendance at rules interpretations meetings as established by the respective affiliated organizations is also required.

Achieving the attendance requirements is a prerequisite for being assigned as the center referee in a match.

2. Any referee who wishes to work USSF, high school or collegiate sanctioned games that the Association assigns must be a registered member of an IRC recognized officials association and in good standing with regards to attendance, training and certification as prescribed in the association by-laws.
3. Members are encouraged to participate in any of the approved IRC fitness tests offered during the year. Fitness test results may be used to determine types of assignments given.
4. All members who are registered with the IHSAA or IGHSAU who wish to officiate these games must attend the annual IHSAA rules meeting plus a minimum of two (2) local association meeting between January and April of each year. Referees who attend other training sessions such as the Iowa Referee Academy or other IRC sponsored advanced/intermediate clinics will be able to count these as association meetings for the purposes of meeting minimum requirements.
5. To receive an assignment as a varsity center at the high school level, it's encouraged that the member attain a USSF grade 7 certification.
6. As part of the High School's continuous improvement program, each official who works a varsity match will be required to submit evaluation reports for each of the matches they are assigned. Each official will be expected to demonstrate improvement in their knowledge of the game, crew cooperation, on-field match control and observance of the prescribed protocols. Failure to demonstrate these requirements can result in non-assignment to regular season varsity centers as well as the opportunity to work sub-state and state tournament games.