

**BYLAWS OF THE  
MINNESOTA SOCCER REFEREES ADMINISTRATION**

This instrument constitutes the Bylaws of the Minnesota Soccer Referees Administration (“MNSRA”), with an assumed name of the Minnesota State Referee Committee, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of this corporation.

**ARTICLE I.  
CORPORATE SEAL**

This corporation shall not have a seal.

**ARTICLE II.  
AFFILIATION**

2.1. The MNSRA shall be affiliated with the United States Soccer Federation (“USSF”) and only serve, as appropriate, those associations and organizations also affiliated with the USSF. The MNSRA shall comply with the bylaws and policies of the USSF to the extent applicable to the MNSRA, and to the extent practical and reasonable under the circumstances.

**ARTICLE III.  
OBJECTIVE**

3.1. The MNSRA shall oversee the administration of the USSF State Referee Committee program within the state of Minnesota. The administration includes the overseeing and management of the training, development, certification, instruction, assignment, and assessment of referees for competition overseen by the USSF.

3.2. The MNSRA shall develop clear policies and procedures for the oversight of referees, instructors, assessors, and assignors without conflict with the policies of the USSF.

**ARTICLE IV.  
MEMBERS**

4.1. This corporation shall have no members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board.

**ARTICLE V.  
BOARD OF DIRECTORS**

5.1. General Powers; Designation. The business and charitable affairs of this corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of directors present at a duly held meeting. The Board of Directors shall have primary responsibility for overseeing the activities of this corporation; engaging in long-range planning for this corporation; ensuring the mission of this corporation; and approving the

annual budget for this corporation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the MNSRA for services is precluded from voting on matters pertaining to that member's compensation.

5.2 Number and Composition of Board; Seat Number Designation. The Board of Directors shall consist of no fewer than eight (8) individuals. The appointed State Referee Administrator (“SRA”) shall be a member of the Board but shall not serve as the President of this corporation. Other members of the Board shall include:

- (a) a President (Seat 1),
- (b) the State Referee Administrator (Seat 2),
- (c) the State Youth Referee Administrator (Seat 3),
- (d) the State Director of Instruction (Seat 4),
- (e) the State Director of Assessment (Seat 5),
- (f) the State Director of Assignment (Seat 6),
- (g) the President or a representative of the Youth State Association (Seat 7),  
and
- (h) the President or a representative of the Adult State Association (Seat 8).

The Board may authorize additional voting and non-voting seats on the Board; however, under no circumstances, and consistent with US Soccer Bylaws and Policies, shall any national association or its affiliate other than the adult and youth state associations identified herein shall have a voting membership on the Board.

None of the other positions may serve as president simultaneous.

5.3 Terms of Directors. All directors shall serve for a term of two (2) years each and shall be elected such that one-half (1/2) of the directors are elected each year. Any director may serve longer if reappointed. A director whose term has expired shall hold office until a successor is elected and has qualified, or until the earlier death, resignation, removal, or disqualification of the director. Directors shall be elected in even years or odd years based on seat designation, and any additional members, whether voting or not, shall be assigned seat numbers based on the sequence in which that member was elected to serve.

5.4 Board Elections. During the last quarter of each fiscal year of the corporation, the Board of Directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these Bylaws. For all directors, whether voting or non-voting and including any director appointed by an association in accordance with US Soccer Policy 531 (or any successor policy), the appointment shall be subject to approval by the Board of Directors and the requirements of Paragraph 5.5. Any director appointed by an association, whether voting

or non-voting, shall be subject to the Election Procedure and approval by the Board of Directors set forth in Paragraph 5.5.

5.5 Election Procedure. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year in accordance with these Bylaws. New Directors shall submit a letter of interest and resume to the Board. Returning Directors are not required to submit any additional documentation to the Board unless requested by the Board.

5.6 Quorum. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

5.7 Number Required for Action by Directors. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

5.8 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. As used in these Bylaws, the term “authenticated electronic communication” means any form of communication, not directly involving the physical transmission of paper, that:

- (a) creates a record that may be retained, retrieved and reviewed by the recipient of the communication,
- (b) may be directly reproduced in paper form by the recipient through an automated process;
- (c) is delivered to this corporation’s principal place of business or to an officer or agent of this corporation authorized by this corporation to receive the communication, and
- (d) sets forth information from which this corporation can reasonably conclude that the communication was sent by the purported sender.

5.7. Regular Meetings/Annual Meeting. The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The last regular meeting each year will be deemed to be the annual meeting of the Board of Directors.

5.8. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President, or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting.

5.9. Resignation of Directors. A director may resign at any time by giving written notice to the Secretary of this corporation. The resignation is effective without acceptance when the notice is given to this corporation, unless a later effective time is specified in the notice.

5.10. Removal of Directors. A director may be removed from office, with or without cause, by the affirmative vote of two-thirds of the remaining directors (rounded up to the next whole number) at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

5.11. Vacancies. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

5.12. Proxies. Neither a director nor a committee member shall appoint a proxy for himself or herself, nor shall he or she vote by proxy.

5.13. Committees. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of this corporation to the extent determined by the Board of Directors.

5.14. Place of Meetings. The Board of Directors and any committee thereof may hold their meetings at such places, whether in this state or in any other location, as a majority of the directors then in office may from time to time appoint.

5.15. Electronic Meetings. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting as required by these Bylaws, and if the number of directors participating in the meeting is sufficient to constitute a quorum at the meeting. A director may participate in a Board or committee meeting by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. As used in these Bylaws, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

5.16. Notice of Meetings. Whenever under the provisions of these Bylaws notice is required to be given to any director or other person, it shall be construed to require personal notice, but such notice may be given:

- (a) when mailed to the director or other person at an address designated as the last known address of the director or person or at the address of the director or person in the corporate records;
- (b) when communicated to the director or other person orally;
- (c) when handed to the director or other person;
- (d) when left at the office of the director or other person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- (e) if the office of the director or other person is closed or if there is no office, when left at the dwelling or usual place of abode of the director or other person with a person of suitable age and discretion residing in the house; or
- (f) when communicated to the director or other person by email, or other electronic means, at an email address at which the director or other person has consented to receive notice;
- (g) when posted on an electronic network on which the director has consented to receive notice, together with a separate notice to the director of the specified posting; or
- (h) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice by posting on an electronic network is deemed given upon the later of the posting or the separate notice. Notice is considered received when it is given.

5.17. Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

5.18. Payment of Directors. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee or independent contractor, and directors may be reimbursed for expenses incurred on behalf of this corporation.

**ARTICLE VI.**  
**OFFICERS**

6.1 Officers. The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

6.2. Duties of Officers. The duties of the officers of this corporation shall be:

6.2.1 President. The President shall preside at all meetings of the Board of Directors and shall oversee the long-term goals and purposes of this corporation. The President shall be the chief executive officer of this corporation, shall be responsible for the day-to-day operations of this corporation, and shall have all of the powers and duties normally belonging to the President, Chief Executive Officer, or Executive Director of a Minnesota nonprofit corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors.

6.2.2. Vice-President. The Vice-President shall perform such duties as may be determined from time to time by the Board of Directors. The Vice-President shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

6.2.3. Secretary. The Secretary or his or her designee shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

6.2.4. Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of this corporation, disbursing corporate funds as authorized, and shall have all of the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

6.3 Salaries of Officers. The salaries of all officers of this corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary.

6.4 Officers as Members of Board of Directors. The President and Vice-President shall be members of the Board of Directors. All other officers may but need not be members of the Board of Directors.

6.5 Election and Term of Office. Officers shall be elected by the Board annually at the Annual Meeting and shall hold office until the earlier of the next annual election of officers, the death, resignation or removal of the officer. If re-elected, Officers may serve for up to a maximum of six (6) one-year terms.

6.6 Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary of this corporation. The resignation is effective without

acceptance when notice is given to this corporation, unless a later effective date is named in the notice.

6.7 Removal of Officers. Any officer appointed by the Board of Directors may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

6.8 Vacancies. Any vacancy in an officer's position due to death, resignation or removal shall be filled by the Board of Directors.

**ARTICLE VII.**  
**STANDARD OF CARE AND CONFLICTS OF INTEREST**

7.1 Standard of Care. It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

7.2 Conflicts of Interest. The Board of Directors shall be responsible for administering, enforcing, and updating a separate Conflicts of Interest Policy and requiring the completion of an annual statement and disclosure form by each director, officer, employee, and volunteer.

**ARTICLE VIII.**  
**FINANCE**

8.1 Receipt of Gifts. Any dues, contributions, grants, bequests or gifts made to this corporation shall be accepted or collected only as authorized by the Board of Directors.

8.2 Deposit of Funds. All funds of this corporation shall be deposited to the credit of this corporation under such conditions and in such banks as shall be designated by the Board of Directors.

8.3 Access to Corporate Assets. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of this corporation shall be as provided by the Board of Directors.

8.4 Title to Property. Title to all property shall be held in the name of this corporation

8.5 Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

8.6 Auditor's Report. The Board of Directors shall retain independent auditors to conduct either a financial review or audit each year of the financial records of the MNSRA. Copies of each financial report or audit shall be provided to the USSF and the Board of Directors.

**ARTICLE IX.**  
**INDEMNIFICATION**

9.1 In General. Subject to Section 7.2 hereof, this corporation shall indemnify and make advances to each person who is or was a director, officer, or employee of this corporation, or a member of any committee, to the full extent mandated by, and in accordance with,

Section 317A.521 of the Minnesota Nonprofit Corporation Act, without prohibitions, limitations or conditions other than those set forth in said Section 317A.521

9.2 Limitation on Indemnification. Indemnification pursuant to Section 7.1 hereof shall be for the sole and exclusive benefit of the person expressly identified therein, and no other person, corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation, or otherwise.

9.3 Insurance. This corporation may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 7.1 hereof.

**ARTICLE 10**  
**AMENDMENT OF BYLAWS**

10.1 These bylaws maybe amended at any time and from time to time by the affirmative vote of a majority of the directors who are present at a duly held meeting, provided that written notice of the meeting and of the proposed amendment shall be given to each director not less than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.

Adopted: June 8, 2023

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Paula J. Hildman  
State Referee Administrator