

BY-LAWS OF THE SOUTHWEST OFFICIALS ASSOCIATION, INC.

d/b/a TEXAS ASSOCIATION OF SPORTS OFFICIALS

ARTICLE 1: NAME, OFFICE, DIVISIONS, PURPOSE

SECTION 1. NAME: The name of this corporation is SOUTHWEST OFFICIALS ASSOCIATION, INC. dba TEXAS ASSOCIATION OF SPORTS OFFICIALS [hereinafter TASO].

SECTION 2. OFFICE: TASO is incorporated as a non-profit corporation under the laws of the State of Texas. Its registered office shall be at such address as its Board of Directors [hereinafter TASO Board] may fix from time to time. TASO is authorized to do business under such names as may be determined by the TASO Board.

SECTION 3. DIVISIONS: TASO is organized in Divisions based upon sport, known as TASO-Basketball, TASO-Baseball, TASO-Football, TASO-Soccer, TASO-Softball, TASO-Volleyball, and such others as the TASO Board may establish. Each Division shall elect its own Officers and Directors by majority vote of its members and establish its own operating procedures.

SECTION 4. PURPOSE: The purpose of TASO is to promote amateur sports competition by:

Advancing the ideals of good sportsmanship and fair play through qualified officiating and encouragement of respect for the authority of officials.

Providing educational programs to advance officials' skills.

Providing public information programs that encourage appreciation for the competence of officials.

Developing concepts of good sportsmanship among youth as competitors and spectators.

Analyzing playing rules to identify problems and seek solutions in cooperation with appropriate rule making bodies.

Developing and maintaining a membership consisting of capable officials whose integrity is above reproach.

Fostering a high standard of ethics, closer cooperation, and better understanding among officials, athletic representatives, coaches, players, and the media.

ARTICLE II: MEMBERSHIP

SECTION 1. MEMBERS: Members of TASO are all persons who are members in good standing of any Division or chapter. Members may belong to more than one Division.

Directors of TASO and Directors and Officers of each Division and chapter must at all times be members in good standing.

SECTION 2. ASSIGNMENT: Membership in TASO is not assignable to another person.

SECTION 3. VOTING: The management of TASO affairs is vested in the TASO Board and the members have no voting privileges. This provision shall not restrict the privilege of members to vote in their Division(s).

SECTION 4. TERMINATION:

a. General: Membership in TASO, and any associated interests or rights, shall cease upon death, resignation, expulsion, or permanent inactivity.

b. Convictions: A felony conviction shall automatically terminate TASO membership if it involves Texas Penal Code Title 5 (offenses against the person), Title 6 (offenses against the family), Title 7 (offenses against property), Title 9 (offenses against the public order and decency), Title 10 (offenses against public health and morals). Other felony or misdemeanor convictions may terminate membership as determined by the Disciplinary Appeals Committee. New applicants shall not be considered for membership and existing members shall have their membership suspended until they have successfully completed all terms and conditions of a judicially-imposed probation, sentencing, or parole. Chapters must report to the Executive Director if any member is or has been convicted of a felony or misdemeanor. If the felony requires automatic termination of membership, the Executive Director shall apprise the TASO Board of the matter. The Executive Director shall refer cases involving other felonies or misdemeanors to the Disciplinary Appeals Committee.

c. Arrests: A member who is arrested on a criminal charge shall be suspended pending disposition of the charge.

d. Disciplinary Appeals Committee: Effective September 1, 2003 a Disciplinary Appeals Committee shall exist, consisting of five (5) TASO members recommended by the Executive Director and approved by the TASO Board. In the first year, the term of one member shall be one (1) year; the term of two (2) members shall be two (2) years; and the term of the other two (2) members shall be three (3) years. Thereafter, each new member of the committee shall serve a three year term.

On receiving notice of a conviction that does not require automatic termination of TASO membership, the Executive Director shall empanel a committee by randomly selecting three (3) persons from the five who comprise the full committee. The committee shall decide whether the conviction should result in termination of membership by deciding whether it is likely to impair the ability of the individual to effectively perform his or her officiating duties to such an extent that allowing the individual to continue as a TASO official is unreasonable. The committee may make decisions by majority vote. Members have the right to appeal decisions of the committee to the TASO Board.

If the individual under review and a committee member are from the same chapter the Executive Director shall randomly select another member of the committee to sit in that case. The five committee members must be from different chapters.

Cases involving deferred adjudication shall be resolved by the committee on a case by case basis, taking into consideration the nature of the underlying offense involved. Federal convictions and criminal offenses that occurred in other states shall be resolved by the committee on a case by case basis.

e. Reporting: Members must report to chapters, which shall report to the Executive Director, on being convicted of any felony or misdemeanor. Because termination of membership is automatic in such cases, the Executive Director shall not report a conviction for a felony specified in paragraph b to the Disciplinary Appeals Committee, but shall advise the TASO Board of such conviction. The Executive Director shall report convictions for other felonies or misdemeanors to the Committee, which shall determine whether the conviction should result in termination of membership. A majority vote for termination is sufficient.

### ARTICLE III: ADMINISTRATION

SECTION 1. OPERATION: TASO is governed by the TASO Board and an Executive Director. The Board and Executive Director shall oversee the activities and finances of TASO and each Division.

SECTION 2. EXECUTIVE DIRECTOR: The Executive Director shall be employed and supervised by the Board and shall perform such duties as may be assigned by the Board, not inconsistent with these bylaws. Those duties include but are not limited to:

Managing the work and personnel of the TASO office(s), including the authority to employ and to dismiss such personnel;

Attending meetings of members, Officers and Directors of TASO and the Divisions and, upon request, assisting in the planning of such meetings;

Maintaining TASO records, including minutes of all meetings, and serving as Secretary/Treasurer of TASO and its Divisions;

Establishing an annual budget for, and supervising the financial affairs of, TASO;

Maintaining bank accounts for TASO at a bank(s) selected by the TASO Board;

Keeping accurate books of account concerning TASO's financial affairs and having same available at all times for inspection by the TASO Board and available for annual audit by such accountant(s) as the TASO Board shall designate;

Overseeing the planning and conducting of instructional clinics for TASO members to improve the quality of officiating in Intercollegiate and Interscholastic athletics.

If the Executive Director delegates duties involving the operation of TASO or any Division, he/she shall, in writing, notify the affected Division's Board of Directors of the name of the individual(s) to whom such delegation is made and its scope and duration.

The Executive Director shall serve at the pleasure of the Board and shall receive such compensation as the Board may approve.

ARTICLE IV: DIRECTORS

SECTION 1. MEMBERSHIP: The TASO Board shall consist of not more than two persons per Division. No person may simultaneously hold more than one position as Director. Each Division President and President Elect (or Vice President absent a President Elect) shall be Directors, provided that if one person simultaneously holds more than one such office, he/she shall designate one office as his/her qualification to serve on the Board, and any Division lacking two representatives on the Board shall certify another member ("Alternate Director") to fill its vacancy. Alternate Directors shall serve until replaced by a person who is President, President Elect or Vice President of that Division. The Executive Director and Immediate Past Presidents of each Division shall serve as non-voting members of the TASO Board.

SECTION 2. EX-OFFICIO MEMBERS: The University Interscholastic League shall select two members to serve ex-officio on the TASO Board. The Executive Director and President of each Division shall select a member of that Division to serve as ex-officio TASO Board members. To be eligible to serve ex-officio, a Division member must be, and remain, a member in good standing of the Division and have served at least one term as President or Vice President of a Division. Each ex-officio Board member shall serve for a term of one year or until a successor is designated. Except as to voting rights, ex-officio Board members shall have all the rights and privileges of regular Directors.

SECTION 3. QUORUM: The Directors present at a TASO Board meeting shall constitute a quorum if at least one Director from each Division is present. A Director unable to attend a meeting may by written proxy designate a member of his/her Division to attend and vote at the meeting. Action taken is official if approved by a majority of the votes cast. Votes per Division will be determined by each Division's total members in good standing as of January 1 based on the previous year's membership.

<u>Membership</u>	<u>Votes</u>	<u>Total</u>
2000 or less	1 vote per division director	2
2001 to 4000	1 vote per division director plus one additional vote by the division president	3
4001 to 6000	2 votes per division director	4

SECTION 4. TERM: The term of office of each Director shall coincide with the term of office (President, President Elect or Vice President) that the Director holds in his or her respective Division.

SECTION 5. VACANCIES: Any vacancy on the Board shall be filled by a successor chosen by the process outlined in the Operating Procedures of that Division.

SECTION 6. POWERS: Subject to these bylaws, the Board shall oversee the general operations of TASO. It is authorized, within the limitations imposed by law, to do all things necessary to further the purposes and to serve the best interests of TASO.

SECTION 7. MEETINGS: The Executive Director or Chair of the Board shall schedule regular and special Board meetings at such place and times as he/she shall deem appropriate. Any Director may petition the Executive Director or Chair to call a meeting; the Executive Director or Chair shall determine if the petition is granted. Notice of such meetings shall be provided at least 15 days in advance.

The Board, or any of its committees, may hold a meeting by telephone conference call or by e-mail communication. Minutes of such meeting shall be recorded, and any action taken by vote shall reflect that it was done in a telephone meeting at which all participants could simultaneously hear each other or shall reflect that it was done via e-mail and record the participants. Any action taken in a meeting held via telephone conference shall be reported by the President at the next regular Board meeting. The minutes of a meeting held via e-mail communication shall consist of a hard copy print out of the e-mail transmissions on the subject of the meeting and shall be reported by the President at the next regular Board meeting.

SECTION 8. COMPENSATION OF DIRECTORS AND OFFICERS: No TASO member shall receive any remuneration for any act or services done as a Director, Officer or otherwise for or on behalf of TASO. This provision shall not exclude reimbursement for reasonable expenses incurred in performing the business of TASO.

#### ARTICLE V: OFFICERS

SECTION 1. GENERAL: TASO Officers shall be a Chair, Vice Chair, Secretary/ Treasurer, and one or more assistant secretaries and treasurers. The same person shall not hold the offices of Chair and Secretary, but one person may hold any two other offices.

SECTION 2. APPOINTMENT: The Chair and Vice Chair, who shall serve for one year beginning on January 1, shall be the Division Presidents or their designees. Effective January 1, 2003, the Chair is the President of TASO-Baseball; thereafter the rotation is: TASO-Soccer, TASO-Basketball, TASO-Volleyball, TASO-Football, and TASO-Softball. The Division President next in order to serve as Chair shall serve as Vice Chair. The Chair and Vice Chair must be serving as Director at the time of their appointment to office and continue to do so during their term as Officers.

The Executive Director shall serve as Secretary/Treasurer.

When accepted into TASO, additional Divisions shall be placed in the rotation order only after having been a member of TASO for four years.

SECTION 3. VACANCIES: Any vacancy occurring among the Officers shall be filled by the Board with an individual from the same Division, who shall serve for the unexpired term of his or her predecessor in office.

SECTION 4. REMOVAL: Any Officer may be removed by majority vote of the Board if in its judgment the best interest of TASO will be served thereby.

SECTION 5. DUTIES: The duties of the Officers shall be as follows:

CHAIR: The Chair shall preside at all meetings of TASO and the Board, manage the affairs of TASO while the Board is not sitting, be responsible for the proper execution of all orders and resolutions of the Board, and perform all duties usually incident to such office or which may be required by the Board, or by other provisions of these bylaws.

VICE CHAIR: The Vice Chair shall perform all duties of the Chair if the Chair is absent and all duties usually incident to the office of Vice Chair or which may be required by the Chair, the Board, or other provisions of these bylaws.

SECRETARY: The Secretary shall issue notice of all meetings of TASO and of the Board, record and maintain all minutes of meetings, have custody of the corporate seal and the membership roster of TASO, which shall be available to the members, and perform such other duties as are usually incident to the office or which may be required by the Chair, the Board, or other provisions of these bylaws.

TREASURER: The Treasurer shall have custody of all monies of TASO and shall deposit them in a bank designated by the Board; have the right, together with such other Officer(s) designated by the Board, to sign all checks, drafts, notes or orders for the payment of money; keep accurate accounts of TASO finances, which shall be open for examination by the Directors at any reasonable time; render at stated periods as the Board shall determine a written account of the finances of TASO; cause to be prepared such returns as may be required by Federal, State or local authorities; and perform the usual duties incident to the office or which may be required by the Chair, the Board, or other provision of these bylaws.

ARTICLE VI: DUES

From time to time the Board shall recommend a schedule of dues payable by TASO members, subject to ratification by each Division's Board of Directors at a regular or special meeting, after notice that the dues structure is to be considered and voted on at that meeting. The Division may terminate the membership of any member who fails to pay dues after a deadline set by the Board.

ARTICLE VII: PROPERTY RIGHTS

No TASO member, Director, Officer, or employee shall have any right, title or interest in or to any property owned by TASO or used by it in connection with the performance of its functions, nor in or to any income or other funds received by it; and no part of the net earnings of TASO shall inure to the benefit of any member.

ARTICLE VIII. DIVISIONS

SECTION 1. GEOGRAPHICAL DISTRICTS AND CHAPTERS

In this article, "Division Board" refers to the Board of Directors of each TASO Division.

**DISTRICTS:** Each Division shall be divided into geographical districts as determined by the Division Board.

**CHAPTERS:** Each geographical district may be divided into chapters. Upon approval of the Division Board, a chapter may be formed in any area in which the number of TASO members designated by the Division Board meets to discuss rules. The Division Board shall establish minimum criteria for approving new chapters, including submission of a list of members and bylaws. Only one chapter may be established in any county unless authorized by the Division Board.

**SINGLE-CHAPTER DISTRICTS:** Each Division Board shall determine the number of members required in a chapter to qualify for a single-chapter district. A chapter with the specified number of members as of January 1 for two consecutive years may apply to the Division Board for standing as a single-chapter district.

The Division Board at its annual meeting shall review the membership status of each single chapter district. If a district has a membership of less than the number prescribed by the Division Board for two consecutive years, it shall lose its status as a single chapter district and return to its former geographical district.

## **SECTION 2: DIVISION BOARDS OF DIRECTORS AND OFFICERS**

### **BOARD OF DIRECTORS:**

a. **Composition.** Each division board shall include a President, President-elect (as applicable), Vice President, Immediate Past President, the Executive Director of TASO or his/her designee, District Directors and ex-officio, nonvoting members chosen by the Board.

Ex-officio members may include a representative from the University Interscholastic League and the respective Coaches' Association, and individuals appointed by the President with the approval of the Division Board.

b. **Eligibility:** Each elected or appointed member of the Division Board must be a member in good standing of his/her Division.

c. **Powers:** The Division Board shall be the governing body of the Division, responsible for administering the operations of the Division, subject to the bylaws, procedures and directives of TASO.

d. **Indemnification:** To the extent permitted by the laws of the State of Texas, TASO shall indemnify present and former Division Directors and Officers for attorney fees, court costs, and damages incurred with respect to ordinary acts performed or decisions made in good faith, but not for acts or decisions involving gross negligence or wanton or willful conduct or committed in conscious disregard of the bylaws of TASO, TASO Divisions or chapters, the UIL, or any applicable law or statute.

## DIRECTORS:

- a. Election. One (1) Director shall be elected from each district by a plurality vote of eligible members. When single-chapter districts are formed, the District Director shall fulfill the duties of both districts until a Director from the newly formed district is elected. If a district does not elect a Director, the Board shall appoint a Director from that district to serve the specified term of office.
- b. Term of Office. Each Director shall hold office for two (2) years or until a successor is duly elected and qualified. Directors from even numbered districts shall be elected in even-numbered years; directors from odd numbered districts shall be elected in odd-numbered years; directors of single-chapter districts shall serve a term of one or two years, depending upon the term remaining at the time of their election. A District Director may be elected to only two consecutive terms; however, after being out of office for a period of one term, he/she may be re-elected.
- c. Vacancy. If a vacancy occurs in the office of a District Director it shall be filled by majority vote of the remaining Directors, with the appointed Director being a member residing in the district in which such vacancy occurs.
- d. Removal. If a Director shall miss, without just cause, regularly scheduled meetings of the Division Board, or shall fail to carry out his/her assigned duties, he/she shall be removed from office and the office declared vacant.
- e. Recall. A Director may be recalled by majority vote of the Division Board or two-thirds vote of the membership voting. A request for recall must be filed with the TASO Division office and approved by the Division Board, with the individual whose recall is requested ineligible to vote. A minimum of 60 days is required before the vote of the membership is taken.
- f. Duties. Directors shall act in an advisory capacity to the TASO Officers and Executive Director. The Director representing a geographical or single-chapter district shall be responsible for promoting regular meetings of officials to discuss rules in the district, and shall act as liaison between the Division Board and the chapter(s) the Director represents.

## OFFICERS:

- a. Offices. The offices of the basketball, football, and soccer divisions are President, President-elect, Vice President, Immediate Past President, and the Executive Director of TASO or his/her designee. The offices of the baseball, softball, and volleyball divisions are President, Vice President, Immediate Past President, and the Executive Director of TASO or his/her designee.
- b. Election. The Vice President and President-elect of the basketball and soccer divisions shall be elected by a majority of the votes cast at the annual meeting in 2003 and take office immediately following the election. Thereafter, the election of Vice President and President-elect shall take place at each subsequent biannual meeting.

The President-Elect and Vice President of the football division shall be elected in the following manner:

- a. The President-Elect and Vice President shall be elected by a majority of the votes cast online starting in 2010 in even numbered years. Thereafter, the election of President-Elect and Vice President shall take place at each Meeting of the Division in even numbered years.
- b. Candidate's names must be submitted in writing to the TASO State Office no later than September 1st. (Nominees will be notified of their nomination status by the TASO State Office before ballots are prepared.)

Voting will begin on the first Monday in October and will conclude on the third Monday of October the same year. Election winners will be notified in writing by the TASO State Office by December 1st. The new officers will assume their new positions at 12:01 AM on January 1st of the following year.

The Vice President and President of the baseball division shall be elected as follows: the number of votes cast by any chapter present at the annual baseball meeting shall be five (5), regardless of the number of members in the chapter, provided that at least five (5) members from that chapter are present at the annual baseball meeting. In the event less than five (5) members of a chapter are present at the annual baseball meeting, each chapter member present may cast a vote for President and Vice President. The President and Vice President of the baseball division shall take office immediately following the election. Thereafter, the election of Vice President and President of the baseball division shall take place at each subsequent biannual meeting.

The Vice President and President of the softball division shall be elected by a majority of the votes cast at the annual meeting in 2003 and take office immediately following the election. Thereafter, the election of Vice President and President of the softball division shall take place at each subsequent biannual meeting.

The Vice President and President of the volleyball division shall be elected by a plurality of the votes cast at the annual meeting and take office on January 1 following the election. Thereafter, the election of Vice President and President of the volleyball division shall take place at each subsequent biannual meeting.

c. Eligibility. To be eligible to serve as President-elect or President of the basketball and football divisions, one must have served at least two (2) years as a voting Director on the Division Board and shall notify the Executive Director, in writing, at least forty-five (45) days prior to the date of the annual election of that division, of their intention to seek office.

To be eligible to serve as Vice President, President-elect or President of the soccer division, one must have served at least two (2) years as a voting Director on the Division Board or have served at least two (2) years as an elected officer in a local TASO-Soccer chapter and shall notify the Executive Director, in writing, at least forty-five (45) days prior to the date of the annual election of that division, of their intention to seek office.

To be eligible to serve as Vice President or President of the baseball, softball, and volleyball divisions, one must have served at least two (2) years as a voting Director on the Division Board and shall notify

the Executive Director, in writing, at least forty-five (45) days prior to the date of the annual election of that division, of their intention to seek office.

d. Term of Office: The term of office of Vice President of the basketball, football, and soccer divisions is two (2) years. He/she is not eligible for re-election at the end of the term but is eligible for election as President-elect. The term of office of President-elect is two (2) years, after which the President-elect shall serve as President for a term of two (2) years. The President is not eligible for re-election as President-elect on completing the term as President. The President shall serve as Immediate Past President at the end of the term. After a period of two (2) years out of office, one may be re-elected to office.

The term of office of Vice President of the baseball, softball, and volleyball divisions is two (2) years. He/she is eligible for re-election at the end of the term as Vice President for one additional two (2) year term. The President is eligible for re-election for one additional term as President upon the completion of one (1) term as President. The President shall serve as Immediate Past President at the end of the term. After a period of two (2) years out of office, one may be re-elected to office.

e. Vacancies. The basketball, football, and soccer division boards may fill a vacancy in any office except President. If there is a vacancy in that office, the President-elect shall become President. If there is a simultaneous vacancy in the office of President and President-elect, the Vice President shall become President. The baseball, softball, and volleyball division boards may fill a vacancy in any office except President. If there is a vacancy in that office, the Vice President shall become President. If there is a simultaneous vacancy in the office of Vice President and President, the vacancies shall be filled by a majority vote of the division directors.

f. Recall. An officer may be recalled by majority vote of the Division Board or two-thirds vote of the membership voting. A request for recall must be filed with the TASO Division office and approved by the Division Board, with the individual whose recall is requested ineligible to vote. A minimum of 60 days is required before the vote of the membership is taken.

g. Duties.

President: The President shall preside at all meetings of the Division and the Division Board; appoint committees as needed and act as liaison between the Division, TASO and other TASO divisions; conduct all negotiations on behalf of the District with the Executive Director or his/her designee; and further the policies adopted by the District.

President-elect: In the absence or disqualification of the President, the President-elect of the basketball, football, and soccer divisions shall assume the responsibilities of the President.

Vice President: In the absence or disqualification of the President, the Vice President of the baseball, softball, and volleyball divisions shall assume the responsibilities of the President. The Vice President of all divisions shall chair all standing committees but may delegate this authority while maintaining responsibility for the performance of the committees; act as liaison between committees and the

Division Board; perform the duties of President in the absence or disqualification of the President; and perform all duties usually incident to the office of Vice President or which may be required by the President, the Division Board, or other provisions of these bylaws.

Immediate Past President: The Immediate Past President shall act in an advisory role to the President and the Division Board and perform such duties as may be prescribed by the President and the Board.

### SECTION 3: MEMBERSHIP

**ELIGIBILITY:** Every official in the respective Division sport whose application is approved shall be admitted to membership. An applicant must be at least 16 years of age at the time the application is submitted.

**APPLICATION:** Application for membership shall be made to the Division through the local chapter. Current dues and an application fee as set by the Division Board must accompany each application. Each applicant must pass an examination on the rules and mechanics of the respective Division sport with a minimum grade established by the Division Board.

Applicants are ineligible if they have ever been convicted of a felony specified in article II, section 4, paragraph b. Whether convictions for other felonies or misdemeanors shall disqualify an applicant from membership shall be determined by the Disciplinary Appeals Committee (see article II, section 4). On receipt of an application listing a conviction for a felony or a misdemeanor, the chapter shall forward it to the Executive Director, who shall forward it to the Disciplinary Appeals Committee. Using the standard specified in article II, section 4, paragraph b, the committee, shall determine whether the application shall be approved or denied.

**CLASSIFICATION:** Members shall be classified according to the requirements established by the Division Board. The TASO or Division Board may change any member's classification if, in its opinion, such change is in the best interest of the Division.

**PRIVILEGES:** All members in good standing have voting privileges in electing officers of the Division and the District Director, provided a member with multiple chapter or district memberships may vote in only one such chapter.

**TERMINATION:** Members who violate the Bylaws, Code of Ethics, Operating Procedures, or Policies of TASO or a Division, or falsify information on the application for membership, shall, after due notice and disciplinary hearing, have their membership terminated. The formal process shall be contained in the TASO Due Process Guidelines.

Members may appeal disciplinary action taken by the Chapter Board of Directors to their Division representative, then to the Division Board, and then to the TASO Board. The TASO and Division Codes of Ethics and Due Process Guidelines shall apply.

### SECTION 4: MEMBERSHIP YEAR AND DUES

The membership year shall be determined by the Division Board. Annual membership dues shall be determined and paid in accordance with procedures established by the Division Board. After the beginning of the membership year, an expired membership may be reinstated by the payment of all dues, assessments, late fees, and the filing of all reports as determined by the Board.

#### SECTION 5: UNIFORMS

The Division Board shall prescribe the uniform for members. Who must wear it when officiating in any game unless an exception is granted by the Board.

#### SECTION 6: OFFICIATING FEES AND TRAVEL ALLOWANCES

Charges for services and travel expenses involved in officiating any game, shall be as recommended by the University Interscholastic League.

#### SECTION 7: MEETINGS

STATE: An annual meeting of each Division shall be held at such time and place as the Division Board shall determine. Each chapter shall have a minimum of two (2) representatives in attendance at the annual meeting.

CHAPTER: Meetings of local chapters to discuss rules, mechanics and the business of the Division shall be held prior to and during the respective sport's season.

BOARD OF DIRECTORS: The Division Board shall hold at least one (1) meeting per year prior to the Annual State Meeting. Special meetings shall be called by the President when requested to do so by a majority of the Board.

QUORUM: One-tenth (1/10th) of the members of the Division at the annual meeting or a majority of the Division Board at a called meeting shall constitute a quorum.

The Board, or any of its committees, may hold a meeting by telephone conference call or by e-mail communication. Minutes of such meeting shall be recorded, and any action taken by vote shall reflect that it was done in a telephone meeting at which all participants could simultaneously hear each other or shall reflect that it was done via e-mail and record the participants. Any action taken in a meeting held via telephone conference shall be reported by the President at the next regular Board meeting. The minutes of a meeting held via e-mail communication shall consist of a hard copy print out of the e-mail transmissions on the subject of the meeting and shall be reported by the President at the next regular Board meeting.

ORDER OF BUSINESS: The order of business at all meetings shall be as follows:

1. Roll Call
2. Reading of Minutes of Previous Meeting
3. Reports of Officers

4. Unfinished Business

5. New Business

6. Election of Officers, if appropriate

Meetings shall be conducted in accordance with Robert's Rules of Order.

#### SECTION 8: ADMINISTRATIVE

Communications from the Executive Director or his designee must be answered promptly with a return of information requested or statement of reasons why such information must be delayed or withheld.

All Chapters must have a copy of their bylaws on file in the TASO office. Chapters shall have a copy of a current chapter financial report on file at the chapter level and make it available to Active Members in good standing. A Division may require Chapters to submit their chapter financial reports to ASO.

Notices required by these bylaws or Division procedures may be delivered by any reasonable means, addressed to the member or Director at his/her last address as shall appear in the records.

Each Division shall prepare operating procedures to govern their Division.

If any instrument, procedure, policy, etc. of a Division refers to any previous name of the Division, it shall be construed to refer to the current name of the Division.

#### SECTION 9: COMMITTEES

The Division Board shall establish standing committees as needed to conduct the business of the Division. The President shall appoint committee members. The President may appoint other committees as may be necessary to further the purposes of the Division.

#### ARTICLE IX: AMENDMENTS

Only the TASO Board may amend TASO bylaws. A two-thirds (2/3) majority vote of the votes cast by the Divisions represented at any Board meeting is required for a proposed amendment to be approved. Notice of the proposal must be included in the notice of the meeting. A TASO member who wishes to propose a bylaw amendment may submit it to a member of a Division Board, which shall determine whether to propose it to the TASO Board, or to the Executive Director or a TASO Director. Proposed bylaw amendments cannot be acted upon unless they are submitted to the TASO Board at least thirty (30) days before the meeting at which the vote is to be taken.

#### ARTICLE X: SEAL

TASO may have a corporate seal, which shall bear its name.

#### ARTICLE XI: MISCELLANEOUS

SECTION 1. Notices required by these bylaws may be delivered by any reasonable means. If mailed, they shall be deemed delivered when deposited in the U.S. Mail with postage prepaid. Notices shall be addressed to the recipient at his/her last known address according to TASO's records.

SECTION 2. If there is a conflict between any provision of these bylaws, or operating ethics or due process procedures adopted by TASO, and any provision of the Divisions' operating procedures, the former shall prevail.

SECTION 3. Any instrument which refers to the Southwest Officials Association (SOA), the Southwest Basketball Officials Association (SBOA), the Southwest Baseball Umpires Association (SBUA), the Southwest Football Official Association (SFOA), the Southwest Soccer Officials Association, (SSOA), Southwest Softball Umpire Association (SSUA), or the Southwest Volleyball Official Association (SVOA) shall be construed as referring to TASO, TASO-Basketball, TASO-Baseball, TASO-Football, TASO-Soccer, TASO-Softball, and TASO-Volleyball as appropriate.

SECTION 4. Membership in the SOA or any of its Divisions or predecessor organizations shall be considered as membership in TASO and the appropriate membership Division.

#### ARTICLE XII: DISSOLUTION ALLOCATION

In the event that the Board votes to Dissolve TASO, ownership of its assets and accounts shall vest to its then existing membership Divisions as defined in Article 1, Section 3 herein, the assets of TASO shall be divided amongst its member Divisions as follows:

- a. Any money carried over by a Division from its prior budget year shall be deemed to belong to that Division and will not be pooled for allocation purposes. If a Division has a negative carry over, their share of the remaining money described in c. below will be reduced by the amount of their negative carry over.
- b. Any remaining money shall then be utilized to pay off in full all liabilities of TASO. At the time the Board votes to dissolve TASO, its Treasurer shall review the current balance sheet of TASO and determine what amount should be maintained in an escrow account and for what period of time to assure that all liabilities are satisfied.
- c. All remaining money shall then be vested in the membership Divisions in proportion to the number of active members of each division counted on the day that is 30 days prior to the vote to dissolve TASO.
- d. All real and/or personal property of TASO shall be liquidated by sale and the proceeds therefrom shall be vested in the membership Divisions according to the above formula.

Each membership Division must certify to the Treasurer of TASO that it is properly formed as an independent tax-exempt organization in good standing for its share of TASO assets to vest in the membership Division.

Adopted 8/03

Amended 4/04

Amended 8/04

Amended 12/04

Amended 1/05

Amended 6/05

Amended 5/07

Amended 5/08

Amended 4/09