



BY-LAWS OF THE SOUTHWEST OFFICIALS ASSOCIATION, INC. d/b/a TEXAS ASSOCIATION OF SPORTS OFFICIALS

ARTICLE I: 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.

Advance the avocation of sports officials by:

- 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.
- Ensuring fair and timely compensation
- Protecting the officials from verbal and physical abuse
- Promoting safe and adequate working conditions
- Creating basic and advanced educational and training programs

ARTICLE II: MEMBERSHIP

SECTION 1. MEMBERS: Members of TASO are all persons who are ACTIVE members of any Division. Members may belong to more than one Division. An ACTIVE member is a member that has submitted all dues and fees as prescribed by the TASO Board and/or Division Board, submitted all properly executed forms, paper and/or electronic as prescribed by the TASO Board and/or Division Board and is not subject to the provisions of Article II, Section 4 of these By-Laws,

Directors of TASO and Directors and Officers of each Division and chapter must at all times be ACTIVE members. Failure to meet this requirement will result in the office or position deemed “vacant”.

Anyone assigned as an official, linesperson, chain crew member, clock operator, observer or any other official capacity to a junior high, middle school or high school game by a local TASO chapter must be a TASO ACTIVE member.

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) officers and directors elections.

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 conviction of the following crimes may automatically exclude any individual for TASO membership.

TEXAS PENAL CODE

- Title 5 – Section 19: Criminal Homicide
- Title 5 – Section 20: Kidnapping, Unlawful Restraint AND Smuggling of Persons
- Title 5 – Section 21: Sexual Offenses
- Title 5 – Section 22: Sexual Assault
- Title 5 – Section 22: Aggravated Assault
- Title 10 – Section 49.07: Intoxication Assault
- Title 10 – Section 49.08: Intoxication Manslaughter

TEXAS HEALTH AND SAFETY CODE

- Title 6 – Section 481.112: Manufacture or delivery of substance in Penalty Group 1
- Title 6 – Section 481.1121: Manufacture or delivery of substance in Penalty Group 1-A
- Title 6 – Section 481.1122: Manufacture or delivery of substance in Penalty Group 1 presence of child
- Title 6 – Section 481.113: Manufacture or delivery of substance in Penalty Group 2 or 2-A
- Title 6 – Section 481.114: Manufacture or delivery of substance in Penalty Group 3 or 4

Other felony or misdemeanor convictions may terminate membership as determined by the Membership Review Committee (MRC). 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 or other supervision sentences for any felony and Class A and B misdemeanors. Class C misdemeanors will be reviewed on a case-by-case basis by the MRC. Chapters must report to the Executive Director if any member is or has been arrested or convicted of a felony or misdemeanor. The Executive Director shall refer cases involving felonies or misdemeanors to the Membership Review Committee.

c. Arrests: A member who is arrested or charged with any criminal charge greater than a fine only traffic violation must report that event to the chapter and the Executive Director within 72 hours of the arrest. The

member shall be suspended pending disposition of the charge for felonies and Class A and B misdemeanors while Class C misdemeanors will be reviewed by the MRC on a case-by-case basis

d. Membership Review Committee (MRC): Effective September 1, 2003 a Membership Review Committee (formerly known as the Disciplinary Appeals Committee) shall exist, consisting of at least five (5) TASO members, or former 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. Effective May 17, 2014 this committee will be known as the Membership Review Committee. The TASO Executive Director may appoint a liaison to the MRC. The TASO Executive Director and the liaison are ex-officio members of the MRC.

On receiving notice of an arrest, charge or conviction, the Executive Director, or his/her designee, shall refer the case to the Membership Review 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 committee member must recuse his/her self from that particular case. The committee members must be from different chapters.

Cases involving deferred adjudication or probation shall be resolved by the Membership Review 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. The TASO Board of Directors may establish guidelines for the Membership Review Committee.

e. Reporting: Members must report to chapters, which shall report to the Executive Director, on being convicted of any felony or misdemeanor as detailed in Article II, Section 4(b). The Executive Director shall report convictions for felonies or misdemeanors to the Membership Review 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 TASO 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 TASO 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 TASO Board and shall receive such compensation as the TASO 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 TASO Board, and any Division lacking two representatives on the TASO 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 and The Texas Association of Private and Parochial Schools 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. Each ex-officio TASO Board member shall serve for a term of one year or until a successor is designated. Except as to voting rights, ex-officio TASO 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, unless otherwise prescribed in these bylaws. Votes per Division will be determined by each Division's total ACTIVE members as of the end of the Division's last completed sport year.

<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 TASO 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 TASO 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 TASO Board shall schedule regular and special TASO 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, unless an "Emergency Meeting" is declared by the Executive Director or TASO Board Chair.

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

SECRETARY: The Secretary shall issue notice of all meetings of TASO and of the TASO 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 TASO 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 TASO Board; have the right, together with such other Officer(s) designated by the TASO 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 TASO 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 TASO Board, or other provision of these bylaws.

ARTICLE VI: DUES

The TASO Board shall set a Base Dues level for the TASO Divisions which shall be reviewed annually. Starting with the 2017-18 school year, the Base Dues for renewing members shall be \$65.00. The Base Dues for new and auxiliary members shall be \$40.00. A late fee of \$25.00 may be charged to individuals who were members in the previous year and pay dues after the deadline. Each division shall determine the annual dues for their Division which will be no less than the Base amount and no more than \$30.00 above the Base Dues level, not including a late fee, without the approval of the TASO 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 the last day of the Division's Membership year. 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 Division 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 voting member, elected or appointed, of the Division Board must be an ACTIVE member 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, 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 Division 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. 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 a two-year term, not to exceed four consecutive terms; however, after being out of office for a period of one term, he/she may be re-elected. A TASO Division may limit the number of consecutive terms of a Director to two (2) or three (3).

c. Vacancy. If a vacancy occurs in the office of a District Director it shall be filled by majority vote of the remaining Division 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, more than one regularly scheduled meeting 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 a majority vote of the Division Board at a regular or called meeting, with the Director whose recall is requested ineligible to vote.

A Director may be recalled by a two-thirds vote of the membership voting in a recall election. A request for a recall election must be filed with the TASO State Office and approved by the Division Board, which approval shall not be wrongfully withheld. A thirty-day notice is required before a 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 each Division shall be a President, Immediate Past President, Vice President and the TASO Executive Director (or his/her designee). A Division may have a President-Elect if so provided in that Division's Operating Procedures.

b. Election. The Division Board of Directors shall specify in their Operating Procedures the process and timelines for electing Division officers. A division-wide election for officers must be conducted biennia at a minimum.

c. Eligibility. Each Division shall establish eligibility requirements for each office in their Operating Procedures.

d. Vacancies. Any Division office vacancies will be filled as outlined in the Division Operating Procedures.

e. Recall. An Officer may be recalled by a majority vote of the Division Board at a regular or called meeting, with the Officer whose recall is requested ineligible to vote.

An Officer may be recalled by a two-thirds vote of the membership voting in a recall election. A request for a recall election must be filed with the TASO State Office and approved by the Division Board, which approval shall not be wrongfully withheld. A thirty-day notice is required before a vote of the membership is taken

f. 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 or Vice President: In the absence or disqualification of the President, the President-elect, if the Division has a President-Elect, or if not the Vice President shall assume the responsibilities of the President.

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 Division Board.

SECTION 3: MEMBERSHIP

ELIGIBILITY: Every official in the respective Division sport whose new, or renewal (Regular and Auxiliary) application is approved by the Division Board shall be admitted to membership. An applicant must be at least 16 years of age at the time the application is submitted, however each Division may increase the minimum age to 17 or 18 by so providing in their Operating Procedures. TASO membership may be rejected by the Division Board for any reason except the applicant's race, creed, ethnicity, sex, sexual orientation or any other legally protected status. The TASO Board may reject a new, or renewal application from all TASO Divisions if they believe this action to be in the best interest of TASO.

APPLICATION: Application for membership may be made in a manner prescribed by the Executive Director. 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 with a minimum grade established by the Division Board.

Applicants may be ineligible if they have ever been convicted of a felony specified in article II, section 4, paragraph b whether convictions for felonies or misdemeanors shall disqualify an applicant from membership shall be determined by the Membership Review Committee (see article II, section 4). On receipt of a notification of a conviction for a felony or a misdemeanor, the Executive Director will forward it to the Membership Review Committee. Using the standards 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 ACTIVE members have voting privileges in electing officers of the Division(s) of which they are a member and the District Director of such Divisions, a member with multiple district memberships may vote in their home chapter district only.

DISCIPLINARY ACTION: Members who violate the Bylaws, Code of Ethics, Operating Procedures, or Policies of TASO or a Division, or falsify information on a new or renewal application for membership, shall, after due notice, be assessed penalties ranging from private reprimand to expulsion, and may include fine, probation, suspension, reduction of any classification, or any combination of the above deemed appropriate by the decision-making body. The formal process shall be contained in the TASO Policies and Procedures for Ethical Complaints and Other Violations.

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 and Article VI of these by-laws. 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 Division Board.

Late fees only apply to members that were members the previous year.

SECTION 5: UNIFORMS

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

SECTION 6: OFFICIATING FEES AND TRAVEL ALLOWANCES

Charges for services and travel expenses involved in officiating any game or match shall be as recommended by the University Interscholastic League and the Texas Association of Private and Parochial Schools for their respective member schools. Games or match fees and travel expenses for schools not affiliated with the UIL or TAPPS may be negotiated between the TASO chapter and the school

SECTION 7: MEETINGS

STATE: An annual meeting of each Division should be held at such time and place as the Division Board shall determine.

CHAPTER: Meetings of local chapters to discuss rules, mechanics and the business of TASO and 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: A majority of the Division Board at a called meeting shall constitute a quorum.

The Division 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 Division 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 Division Board meeting.

ORDER OF BUSINESS: The suggested order of business at all meetings shall include:

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

Robert's Rules of Order will generally prevail.

SECTION 8: ADMINISTRATIVE

Communications from the Executive Director or his/her 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 monthly chapter financial report, including back statements, on file at the chapter level and make it available to the chapter's Board of Directors and Active Members. A Division may require Chapters to submit their chapter financial reports to the TASO Division Board.

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 TASO 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, including e-mail or USPS. When using e-mail, they shall be deemed delivered once sent unless an "undelivered" noticed is received. When using USPS, 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 address as recorded in the TASO Database.

SECTION 2. If there is a conflict between any provision of these bylaws, or operating ethics or policies and 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 TASO 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 TASO 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
Amended 5/11
Amended 5/12
Amended 5/13
Amended 5/14
Amended 4/15
Amended 4/16
Amended 4/17