

**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

**ARTICLE I  
MEETINGS OF THE CNMSOA BOARD OF DIRECTORS**

**1.1. Place of Meeting.** Any or all meetings of the Board of Directors (the "Board") of the Central New Mexico Soccer Officials Association (CNMSOA) may be held within or outside of the State of New Mexico at locations to be determined by the Board.

**1.2. Annual Meeting of Board.** An annual meeting of the Board shall be held each year on the first Monday following July 4th.

**1.3. Notice of Annual Meeting.** At least fourteen (14) days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of the Board, written notice of the meeting time and place shall be electronically mailed to each member of the Board.

**1.4. Delayed Annual Meeting.** If, for any reason, the annual meeting cannot be held on the first Monday following July 4th, such a meeting may be called and held as a special meeting, and the same proceedings shall be implemented as at an annual meeting. The notice of such meeting shall be the same as required for the annual meeting.

**1.5. Order of Business at Annual Meeting.** The order of business at the annual meeting shall be as follows:

- (a) Roll call
- (b) Reading notice and proof of mailing
- (c) Reading of minutes of last preceding meeting
- (d) Report of President
- (e) Report of Secretary
- (f) Report of Chief Finance Officer
- (g) Nomination of Officers
- (h) Transaction of other business mentioned in the notice
- (i) Adjournment.

1.5.1. In the absence of any objection, the presiding officer shall have the discretion to vary the order of business.

**1.6. Special Meetings of Board of Directors.** Special meetings of the Board may be called by the President or a majority of the Board. Written notice of the time and place of such meeting shall be electronically mailed to each Board member at least forty-eight (48) hours in advance of the holding of such meeting.

**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

**1.7. Notices of Mailing.** All required notices outlined in these Bylaws shall be deemed duly served when the notice has been electronically mailed to their last known electronic address appearing upon the records of CNMSOA.

**1.8. Waiver of Notice.** Notice of the time, place and purpose of any meeting of the Board may be waived by electronic mail either before or after such meeting has been held. If a meeting notice is not provided, then the waiver of notice should be signed by all members of the Board.

**1.9. Electronic Meetings.** Members of the Board or any committee appointed by the Board may participate in a meeting by means of a telephone conference, or similar communications equipment, including via Internet, by means of which all persons participating in the meeting can communicate simultaneously, and participation by such means shall constitute presence in person at a meeting.

**1.10. Board Majority.** A simple majority of Board members present in person or by proxy shall constitute a majority for the transaction of business at a meeting of the Board. Proxy votes will be given to the Secretary for anonymous inclusion in the final vote.

**1.11. Parliamentary Procedure.** Robert's Rules of Order Newly Revised (RONR) shall be used.

**ARTICLE II  
BOARD MEMBERS**

**2.1. Number of Board Members.** The business, property and affairs of Central New Mexico Soccer Officials Association (CNMSOA) shall be managed by a Board composed of at least five (5) and no more than eleven (11) persons. Board members shall be CNMSOA members in good standing, unless specifically described otherwise in these Bylaws. The minimum number of board members will consist of:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Chief Financial Officer (Treasurer)
- (e) Director of Referee Development.

**2.2. Term Schedules.** The following Board positions shall be elected to an initial three (3) year term: President, Secretary, and Referee Development.

2.2.1. The positions of Vice-President and Chief Financial Officer shall be elected to an initial two (2) year term.

2.2.2. Additional Directors elected to the Board shall serve an initial term of two (2) years.

**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

2.2.3. At subsequent Annual General Meetings (AGM), all Board positions shall be re-elected to two (2) year terms following the completion of the initial term.

2.2.4. There shall be no limit on the number of terms Board member may serve.

2.2.5. Board members will declare their intent to stay with, or resign from, the board at the conclusion of each season. Open positions will be advertised to the general membership for consideration. Members must be in good standing as set forth by the NMAA.

**2.3. Power to Fill Vacancies.** The voting membership shall have the power to fill any Board vacancy in any office occurring for any reason. Voting membership is held by CNMSOA members in good standing.

2.3.1. If there exist fewer than the maximum number of Directors allowed, the voting membership may elect additional Directors, up to the maximum number permitted by these Bylaws.

2.3.2. If a board position becomes vacant in the off-season (currently November 1st to July 31st) an interim replacement will be selected by the remaining board members and an electronic notification of the interim replacement will be sent to all CNMSOA members in good standing. Interim replacements selected to fill a vacancy shall remain a Director until they have been formally elected, removed, or until their successor has been elected, which may occur at the next AGM.

**2.4. Nomination of Board Members.** CNMSOA Members in Good Standing (MiGS) wishing to fill a vacancy on the CNMSOA Board will notify the Secretary no later than June 1<sup>st</sup>. The Secretary will confirm eligibility and place the member's name on the ballot for consideration by the membership.

2.4.1. Two weeks prior to the Annual General Meeting (AGM) the Secretary will send an electronic ballot to all MiGS for voting. Votes will be tallied by the Secretary for anonymous inclusion in the election results.

2.4.2. Voting members wishing to fill a vacancy or expiring term must be present at the AGM. In the event of a tie, all candidates will be allocated a maximum of five minutes to address the membership, and an in-person vote will be immediately conducted afterwards. Duly elected Board members will start their term at the AGM.

2.4.3. CNMSOA members in good standing running unopposed will be considered to have been duly elected to fill the vacant position.

**2.5. Removal of Board Members.** With cause, any CNMSOA Board member may be removed from office, as decided upon by a 2/3 majority of the Board. Votes will be cast electronically and held in confidence by the Secretary.

2.5.1. All board members will be fully registered, and in MiGS status, with NMAA for the upcoming season no later than June 1<sup>st</sup>. Failure to do so is cause for removal.

**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

**ARTICLE III  
POWERS OF THE CNMSOA BOARD**

**3.1. General Powers and Duties.** The Board shall have the complete and exclusive care, custody and control of the corporation's properties and shall exercise all corporate powers subject to the provisions of the laws of the State of New Mexico, the Articles of Incorporation and these Bylaws. The entire management of CNMSOA, its affairs and its properties and assets are vested exclusively in the Board.

3.1.1. Notwithstanding anything contrary to these Bylaws, it is strictly understood and agreed that the Board's powers, prerogatives, duties, and responsibilities shall be vested in CNMSOA and shall be exercised by them strictly in a fiduciary capacity to carry out, perform and accomplish the pursuits and objects of CNMSOA. The Board shall not carry out any action which would be in contravention or derogation of the pursuits and goals as stipulated in these Bylaws.

3.1.2. The Board shall have the power to pay salaries or compensation to Board members or agents for personal services rendered but shall not be more than a reasonable allowance for such personal services and shall be subject to approval by the voting membership.

**3.2. Action by Unanimous Written Consent.** When the Board unanimously consents in writing to any action to be taken by the corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board.

**3.3. Power to Make Bylaws.** The Board shall have power to make and alter any Bylaws, including the fixing and altering of the number of Directors, subject to approval by the voting membership. Modifications, additions, or deletions to the Bylaws may only be made at the AGM or at a special meeting called for such a purpose.

**3.4. Power to Appoint Agents.** The Board shall have the power to appoint agents as the Board may deem necessary or desirable for the transaction of the business of CNMSOA.

**3.5. Delegation of Powers.** For any reason deemed sufficient by the Board, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any Board member to another Board member, but no Board member shall execute, acknowledge or verify any instrument in more than one capacity.

**3.6. Ex-Officio Members.** The Board may, by resolution, from time to time appoint ex-officio members to the Board. Such ex-officio members shall have no voting rights or powers of a Board member.

**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

**ARTICLE IV  
DUTIES OF THE CNMSOA BOARD**

**4.1. President.** The President shall be selected from the active membership and by the voting membership. The President shall be the chief executive officer of CNMSOA and shall preside over all meetings of the Board and all meetings of the general membership. The President shall be an ex-officio member of all standing committees. The President shall have such additional powers and duties as usually pertain to the office of President. The President may also serve in a liaison capacity as the Central Region Group Leader within the NMAA/NMOA.

**4.2. Vice-President.** The Vice-President shall be selected from the active membership and by the voting membership. The Vice-President shall be ex-officio a member of all standing committees. The Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President.

**4.3. Secretary.** The Secretary shall be selected from the active membership and by the voting membership. The Secretary shall attend all meetings of the Board and of the membership and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. The Secretary shall give all notices required by statute, bylaw or resolution and shall perform such other duties as may be delegated to the Secretary by the Board.

**4.4. Chief Financial Officer.** The Chief Financial Officer shall be selected from the active membership and by the voting membership. The Chief Financial Officer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; and shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board.

4.4.1. The Chief Financial Officer shall disburse such funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and membership an account of all transactions of the Chief Financial Officer, and of the financial condition of the corporation at the following meetings:

- (a) Annual Board Meeting
- (b) Annual General Meeting
- (c) Biweekly CNMSOA Meetings

4.4.2. The Chief Financial Officer shall also file the necessary forms and tax returns with such entities as required by law.

**4.5. Director of Referee Development.** The Director of Referee Development shall be selected from the active membership and by the voting membership. The Director of Referee Development is charged with developing, implementing, and maintaining a training program. The Director of

**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

Referee Development shall be primarily a facilitator and is expected to use a variety of certified instructors, assessors, and senior referees to deliver instructional content.

4.5.1. The Director of Referee Development is charged with reviewing issues of referee performance with respect to discharge of duties, compliance with CNMSOA, NMAA and NMOA policies and levying fines or suspensions as proper, consistent with Article XI of these Bylaws.

**4.6. Additional Board Members.** Board members other than the five described above may be elected by the voting membership, provided that the number of Board members does not exceed the maximum number allowed in these Bylaws. Additional Board members may be selected from any class of membership other than Youth.

**4.7. Power to Require Bonds.** The Board may require any agent to file with the corporation a satisfactory bond conditioned upon the faithful performance of their duties, at the sole expense of CNMSOA.

**ARTICLE V  
STAFF**

5.1. The President shall have the power to employ such staff personnel as they deem necessary for the transaction of the business of the corporation, subject to approval by the Board of the individual or individuals, compensation and tenure.

**ARTICLE VI  
COMMITTEES**

6.1. The Board may, by resolution adopted by a Board majority, designate standing or special committees of the Board as required to assist and advise the Board. These committees may include members who are not members of the Board, and they may include members from any class of membership.

6.2. Both the standing committees and the special committees shall limit their activities to the accomplishment of the tasks for which they are appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the task for which it was appointed, a standing or special committee shall stand discharged. Once created, standing or special committees may only be discharged upon majority resolution of the Board

**ARTICLE VII  
EXECUTION OF INSTRUMENTS**

**7.1. Checks, etc.** All checks, drafts and manual or electronic orders for payment of money shall be signed in the name of the corporation by the Chief Financial Officer. If in an amount exceeding seven-hundred and fifty dollars (\$750.00), a second signature of either the Secretary or the Director of Referee Development is required. If the Chief Financial Officer is temporarily incapacitated, the Board may adopt a temporary resolution allowing for instruments to be signed by both the Secretary and the Director of Referee Development, together.

**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

**7.2. Contracts, Conveyances, etc.** When the execution of any contract, conveyance or other instrument has been authorized by the Board, two signatures shall be required: The President or Vice President, and the Secretary shall execute the same in the name and on behalf of CNMSOA.

**ARTICLE VIII  
AMENDMENT OF BYLAWS**

**8.1.** These Bylaws shall be amended as required to avoid conflicting with NMAA/NMOA constitutions, bylaws, or policies.

**8.2.** These Bylaws may be amended or repealed by an affirmative vote of two thirds of the general membership present at the AGM or a special meeting convened for this purpose.

**8.3.** The Board shall not be allowed to amend these Bylaws contrary to the provisions in these Bylaws.

**ARTICLE IX  
MEMBERS**

**9.1. Eligibility and Requirements.** Two levels of eligibility exist: Registered and Post-Season Eligible.

9.1.1. The ultimate determination as to the designation of Registered or Post-Season Eligible resides with the NMAA/NMOA and their associated classification standards.

9.1.2. **Registered (R)** members are Members in Good Standing (MiGS). Minimum requirements for MiGS are as follows:

- (a) Current NMAA registration (payment).
- (b) Pre-season sport specific POEs and rules meeting completed annually.
- (c) Minimum 70% on the NFHS exam
- (d) No existing sanctions, discipline, or background check issues

9.1.3. **Post-Season Eligible (PSE)** members meet the following minimum requirements:

- (a) Meet all MiGS requirements.
- (b) Minimum score of 80% on the current season NFHS exam
- (c) Actively working varsity contests in the current season

**9.2. Post-Season Selection.** The NMAA uses the following considerations when making post season selections.

- (a) School ratings (if implemented/applicable)
- (b) Exam scores higher than 80%

**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

(c) Clinics, meetings or state conferences

(d) Favorable observations (if submitted)

(e) Coordinator recommendations

9.2.1. Post Season Nomination. CNMSOA uses the following considerations when making post season nominations.

(a) Member has attended at least 4 meetings

(b) Member has completed at least 1 online training clinic

(c) Member has refereed at least 2 travel games

(d) Member has refereed at least 25 games

**9.3. Voting Rights.** Only Members in Good Standing have the right to vote at the Annual General Membership meeting (AGM), as well as voting on other issues brought to a vote at a regular meeting of the membership. Members not in MiGS status may attend meetings but may not vote.

9.3.1. Unless otherwise specified in these Bylaws, voting at a regular meeting of the membership, a special meeting or the AGM, will be carried by majority.

**ARTICLE X  
MEETINGS**

**10.1. Board of Directors.** The Board shall meet as needed, usually monthly between July and November of each year, or as coincides with the secondary school soccer season.

**10.2. Annual General Membership Meeting (AGM).** The AGM shall be held on the third Monday of July of each year. If for any reason the AGM shall not be held on the designated date, the AGM may be called and held as a Special Meeting. All proceedings will be the same as at the AGM.

**10.3. General Meetings.** General Meetings shall be scheduled by the Board, usually biweekly between July and November of each year, or as coincides with the secondary school soccer season.

10.3.1. Meeting Credit. CNMSOA members that miss a general meeting due to CNMSOA related business, i.e., APS sponsored soccer games or other CNMSOA meetings, will receive meeting credit.

**10.4. Special Meetings.** Special Meetings of the membership may be called by the President, a Board majority, or by one third (33%) of the existing General Members in good standing.

**10.5. Place of Meeting.** Meetings of members shall be held at locations determined by the Board.

**10.6. Chair and Majority For Meetings.** Meetings of members shall be chaired by the President. A simple majority will consist of existing MiGS.



**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

**10.7. Notice of Meetings.** A written notice stating the place, day and hour of the meeting, and in case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days before the date of the meeting by electronic mail or at the direction of the President, Secretary or the officer or persons calling the meeting, to the members. Notice requirement will be deemed satisfied as to regular meetings by publishing from time to time a schedule of regular meetings. Such schedules and notices shall be published electronically.

**ARTICLE XI  
FINANCES**

**11.1. Annual Budget.** The annual budget shall be submitted to the membership by the Board for approval by the voting membership. Upon approval the budget shall govern expenditures for the year, provided however, that the Board shall have the authority to make line-item amendments to the budget in individual amounts of no greater than five hundred dollars (\$500).

**11.2. Submission of Budget.** The annual budget for each year shall be submitted by the Board to the membership no later than the second meeting of CNMSOA's fiscal year.

**11.3. Annual Report.** Within two months of the beginning of each new fiscal year the Board shall submit an Annual Report to the membership that includes budgeted vs. actual expenditures for the previous year, membership enrollment and change, and a report from each officer on the previous year's activities.

**11.4. Financial Records.** True copies of CNMSOA financial records, as of the last fiscal quarter, shall be made available to any MiGS within fifteen (15) days of a written request by the member.

**ARTICLE XII  
DELEGATES**

12.1. The Board may appoint Delegates to attend appropriate soccer and sports officiating meetings, functions and matches as representatives of CNMSOA.

**ARTICLE XIII  
FORMS, DATABASE, WEBSITES**

13.1. The Board shall develop, or cause to be developed, or otherwise adopt, all forms, databases, websites and other repositories for information and record keeping for purposes which it considers necessary.

**ARTICLE XIV  
POLICIES**

14.1. The Board may from time to time establish policies. Policies must be consistent with both these Bylaws and with NMAA/NMOA policies.

**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

14.2. Policies shall be listed using year/month/alpha format. Example, two policies passed in July 2023 would be listed as 2023-07A & 2023-07B. Effective date will be upon majority vote of the voting membership.

14.3. The Secretary shall record all policies and cause them to be published in a manner easily accessible to the membership.

**ARTICLE XV  
DISCIPLINE**

15.1. Members are expected to comply with the policies and directives of CNMSOA, NMAA, NMOA, and NFHS as well as act in an ethical and professional manner whenever they are on assignment, or near the environs of a soccer match or official event involving CNMSOA referees.

15.2. **Code of Ethics:** CNMSOA is committed to maintaining the highest standards of professionalism and ethical conduct among its members. This Code of Ethics aligns with guidance put forth by the CNMSOA, NMAA, NMOA, and the NFHS and outlines the expectations for behavior and the processes for addressing violations. The ethical code applies to all members of CNMSOA, including board members, officials, and any individuals acting on behalf of the organization.

15.2.1 **Professionalism:** Members must always conduct themselves professionally, both on and off the field. This includes punctuality, preparation, and adherence to the rules and guidelines of the sport.

15.2.2 **Respect:** Members must show respect for fellow officials, players, coaches, and spectators. Discriminatory, harassing, or abusive behavior will not be tolerated.

15.2.3 **Integrity:** Members must uphold the integrity of the sport by avoiding any actions that could be perceived as biased or unethical. This includes conflicts of interest, accepting gifts or favors, and any behavior that could undermine the fairness of the competition.

15.2.4 **Compliance:** Members are expected to be knowledgeable of and comply with all CNMSOA, NMAA, NMOA, and NFHS rules and regulations.

15.3 **Disciplinary Process.** Members of CNMSOA who fail to adhere to the Code of Ethics are subject to a review of their behavior. If a reported behavioral violation is credible, and requires further investigation, a disciplinary committee of peers may be formed.

15.3.1 **Reporting Violations:** Any member who witnesses or experiences behavior that violates the Code of Ethics should report the incident to the Secretary or the President of CNMSOA as soon as possible. Reports can be made confidentially and without fear of retaliation.

15.3.2 **Investigation:** Upon receiving a report of a potential ethical or professional violation, the President and Secretary will review the incident to determine credibility and severity. If warranted,

**BYLAWS  
OF  
CENTRAL NEW MEXICO SOCCER OFFICIALS' ASSOCIATION, INCORPORATED**

the President will appoint a Disciplinary Committee to investigate the incident. The investigation should be thorough, impartial, and conducted promptly. The involved member(s) will be afforded the opportunity to respond to the allegations and use the appeal process.

15.3.2.1. During an incident investigation, the involved member(s) will not conduct any CNMSOA related activities.

**15.4. Committee Recommendations:** Based on the findings of the investigation, the Disciplinary Committee may recommend one or more of the following actions, depending on the severity of the violation:

15.4.1. **Dismissal:** Investigation concludes no ethical or professional violations occurred.

15.4.2. **Warning:** A formal written warning for minor infractions.

15.4.3. **Probation:** A period during which the member's behavior is closely monitored.

15.4.4. **Suspension:** Temporary removal from CNMSOA activities, including officiating duties.

15.4.5. **Expulsion:** Permanent removal from CNMSOA.

15.4.6. **Fines:** Monetary penalties for specific breaches of conduct.

**15.5. Appeal Process:** Members who are subject to disciplinary action have the right to appeal the decision. Appeals must be submitted in writing to the Board within 14 days of the disciplinary decision. The Board will review the appeal and issue a final decision within 30 days.

**15.6. Record-Keeping and Transparency**

15.6.1. **Documentation:** All reports of misconduct, investigation findings, and disciplinary actions will be documented and securely stored by the Secretary. These records will be kept confidential but may be reviewed by the Board as necessary.

15.6.2. **Annual Review:** The CNMSOA Board will provide an annual report to the general membership summarizing the types of incidents reported and the actions taken. This report will not include specific names or identifying details but will serve to promote transparency and accountability within the organization.