



EASTERN CONNECTICUT SOCCER OFFICIALS ASSOCIATION, INC.

BY-LAWS

(EFFECTIVE 8 NOVEMBER 2011)

**ARTICLE I
GENERAL**

.1 CONNECTION WITH CONNECTICUT SOCCER OFFICIALS ASSOCIATION:

1.1.1 The corporation shall constitute, and shall be sometimes referred to herein as, the Eastern Connecticut local board (the "local board") of the Connecticut Soccer Officials Association ("C.S.O.A."). The corporation must at all times be officially recognized by either the New England Intercollegiate Soccer Officials Association or the National Collegiate Soccer Officials Association.

**ARTICLE II
MEMBERS**

.1 MEMBERSHIP:

2.1.1 Membership shall be governed by such rules of admission, retention, withdrawal and expulsion as are set forth in the Certificate of Incorporation.

**ARTICLE III
DIRECTORS AND MEETINGS OF DIRECTORS**

.1 DIRECTORS:

3.1.1 The activities, properties and affairs of the corporation shall be managed by a Board of Directors, which may exercise all such authority and powers of the corporation and do all such lawful acts and things as are not by statute or the Certificate of Incorporation or by these By-laws directed or required to be exercised or done by members.

3.1.2 Each Director shall be elected at the annual business meeting of the members and shall hold office for the ensuing year until the next annual meeting and until his/her successor shall have been duly elected and shall have qualified, or until his/her death, resignation or removal. Any or all of the Directors may be removed by the members at any time at any annual or special meeting of members with or without cause and with or without notice or hearing.

3.1.3 Vacant directorships shall be filled for the unexpired term by action of the remaining Directors in office, though such remaining Directors are less than a quorum and though the majority of the remaining Directors are less than a quorum.

3.1.4 The number of Directors shall be equal to the number of officers of the corporation or such higher number as the members shall from time to time determine.

3.2 MEETINGS OF DIRECTORS:

3.2.1 The Board of Directors shall meet annually after the election of officers of the corporation by the membership and for transaction of other business as may properly come before the meetings immediately after the annual meeting of the members without any further notice thereof. Other regular meetings of the Board of Directors to consider such business as may properly come before the Board may be held at such time and place as a majority of the Directors may from time to time designate without further notice.

3.2.2 Special meetings of the Board of Directors shall be called by the President when one-third (1/3) or more of the Directors shall so request. At least two (2) days' written or electronic notice of each special meeting of the Board of Directors stating the time, place and purpose of the meeting shall be given to each Director. No business other than the purpose of the special meeting as stated in the notice shall be transacted at such meeting.

3.2.3 One or more Directors may participate in a meeting of the Board of Directors or of a committee of Directors by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.

.4The presence of a Director at any meeting, without protesting prior to the commencement of the meeting the lack of proper notice, shall be deemed to be a waiver by him/her of notice of such meeting. A majority of the number of Directorships shall constitute a quorum for the transaction of business. Any meeting of the Board of Directors may be adjourned from time to time by a majority vote of the Directors present at such meeting. In the absence of a quorum for any such meeting, a majority of the Directors may adjourn such meeting to another time and place until a quorum can be obtained. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than thirty (30) days. The act of a majority of the Directors present at any duly called meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, except as may otherwise specifically be provided by statute or by these By-laws. If all the Directors severally or collectively consent in writing to any action of the corporation, and the numbers of such Directors constitute a quorum for such action, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors.

3.3 APPOINTMENT OF INDEPENDENT CONTRACTORS:

3.3.1 The Board of Directors may choose, appoint and contract with such agents as it shall deem the interests of the corporation require and fix the compensation and define the powers and duties of same. All such agents shall be subject to the order of the Board, shall hold their offices at the pleasure of the Board, and may be removed at any time by the Board at its discretion, with or without cause.

3.4 COMPENSATION AND EXPENSES:

3.4.1 Directors shall not receive any compensation for their services merely as Directors.

3.4.2 Directors may be reimbursed for duly authorized services and/or expenses of the Board or otherwise arrange for requests for remuneration of duly authorized services and/or expenses sanctioned by the Board.

3.4.3 The Secretary-Treasurer shall receive an annual honorarium for his/her services. The amount and date of payment shall be determined by the Board of Directors.

3.4.4 The Assignment Commissioner shall be paid an honorarium for his/her services. Funds for said honorarium shall be obtained through a

yearly assessment of all members as prescribed in Article VII, 7.5.2 of these By-Laws. The percentage is set from time to time by the membership.

ARTICLE IV OFFICERS AND DUTIES OF OFFICERS

4.1 OFFICERS:

4.1.1 A President, Vice President, Secretary-Treasurer, Assignment Commissioner and Official Interpreter shall be elected by the membership from its ranks. The Board of Directors may from time to time elect such other officers from its ranks or from the members at large as may be necessary or desirable.

4.1.2 All officers shall be subject to the order of the Board of Directors and shall hold their offices at the pleasure of the Board of Directors, and may be removed at any time by the Board of Directors at its discretion, with or without cause.

4.1.3 If the office of any officer shall become vacant for any reason, the vacancy shall be filled by the Board of Directors.

4.2 DUTIES OF OFFICERS:

4.2.1 The President shall preside at meetings of the corporation and of the Board of Directors of the corporation. In general, he/she shall perform all duties incumbent on the office of the President, and such other duties as may from time to time be assigned to him/her by these By-laws or by the Board of Directors. The President shall be an ex-officio member of all committees established pursuant to these By-laws.

4.2.2 The Vice President shall have such general responsibility and perform such duties as may be assigned to him/her from time to time by the Board of Directors or by the President. At the request of the President or in case of his/her absence or inability to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

4.2.3 The Secretary-Treasurer shall keep the minutes of all meetings of the Board of Directors and of the members of the corporation; he/she

shall have custody of the seal of the corporation and affix it to such documents as require attestation; he/she shall have charge of such of the official correspondence, books and papers as the Board of Directors may direct; and he/she shall, in general, perform all the duties incumbent on the office of a corporation's secretary. He/she shall give notice as required by law or by the By-laws of the corporation of all meetings of the Board of Directors. The Secretary-Treasurer shall also have charge and custody of and be responsible for all the funds and securities of the corporation; he/she shall keep full and accurate accounts of assets, liabilities, receipts and disbursements and other transactions of the corporation in books belonging to the corporation and he/she shall deposit all monies and other valuable effects of the corporation in the name of and to the credit of the corporation in such banks or other depositories as may be designated by the Board. In general he/she shall perform all the duties incumbent on the office of a corporation's treasurer and such other duties as may from time to time be assigned to him or her by the Board. The Secretary-Treasurer may be bonded in such amounts as the Board may from time to time determine.

4.2.4 Assignment Commissioner - The Assignment Commissioner shall be responsible for obtaining schedules from the various schools approved by the Board of Directors for receipt of Soccer Officiating Services performed by qualified members of the corporation. The Assignment Commissioner shall further obtain a schedule of availability from each qualified member of the corporation. Only active and probationary members shall be qualified to render such services. Assignments of officials for each contest on a given date shall then be made by the Assignment Commissioner. All original assignments and subsequent changes shall be made through the Assignment Commissioner.

4.2.5 Official Interpreter - The Interpreter shall arrange for instruction or presentations to be made to the members of the corporation during the season and as he/she deems necessary. The Interpreter shall clarify or interpret rules from situations, or matters pertaining to the rules/laws of the game of soccer endorsed by the Board of Directors for use by the corporation. If the Interpreter deems necessary he/she may seek such clarification or interpretation from the C.S.O.A.

ARTICLE V MEETINGS OF MEMBERS

.1 MEETINGS OF MEMBERS AND ANNUAL MEETING:

(amended nov 2015)

5.1.1 There shall be four meetings of the members of the corporation between August 1 and November 30 of each year. One of the four meetings shall be considered the "Interpretation" Meeting. The last of the four meetings shall be the "Annual Business Meeting". All such meetings shall be scheduled by the Board of Directors. Meetings shall be held at the principal office of the corporation, or at such other place either within or outside of the state of Connecticut, as shall be designated by the Board of Directors.

.2 SPECIAL MEETING:

5.2.1 Special meetings of the members, for any purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of five members of the corporation.

.3 NOTICE:

5.3.1 Notice of the time, place and purpose of each meeting of members shall be given by leaving such notice with each member at their residence or usual place of business via electronic mail or by mailing a copy thereof addressed to them at their last known post office address as last shown on the list of the members of the corporation, postage prepaid, not less than 7 days, no more than 50 days before the date of the meeting. Notice of a member's meeting may be waived in writing by any person or persons entitled to such notice whether before or after the time stated therein.

.4 QUORUM:

5.4.1 A quorum at a meeting of members shall consist of a majority of the voting members. A quorum shall continue to be present at a meeting notwithstanding the early departure of any members.

.5 ADJOURNMENT:

5.5.1 A majority of the voting power of the members entitled to vote represented at a meeting may adjourn such meeting from time to time. If there is an announcement of the time and location for the reconvening of any adjourned meetings made at such meetings prior to adjournment, no further notice is necessary.

.6 CONSENT ACTION:

5.6.1 Any action which may be authorized at a meeting of the members may be authorized without such a meeting providing that either prior to, or subsequent to, the time such action is taken, written consent thereto is signed by all of the members who would be entitled to vote upon such action at a meeting or by the duly authorized attorneys. The Secretary-Treasurer shall file such consent or consents with the minutes of the meetings of the members.

.7 VOTING:

5.7.1 Each member eligible to vote is entitled to one vote on a given matter. Except as otherwise provided by statute, the Certificate of Incorporation or these By-laws, the affirmative vote of a majority of the members eligible to vote shall be the act of the members so long as such meeting is duly held and a quorum is present.

**ARTICLE VI
COMMITTEES**

.1 GRIEVANCE COMMITTEE:

6.1.1 The Board of Directors shall serve as a Grievance Committee unless it delegates such duty to one or more members whom shall serve in such capacity at the pleasure of the Board.

6.1.2 All cases of misconduct by a member in the pursuit of his/her officiating duties shall be referred to the Grievance Committee of this corporation.

6.1.3 The Grievance Committee shall have the power to recommend censure, suspension, or expulsion for any member who has been accused of failure to abide by the requirements of these By-laws and the Certificate of Incorporation of the Corporation, the rules and regulations of the game of soccer endorsed by the Board of Directors or other conduct determined by such committee to not be fitting a member of the corporation. Notification of the Grievance Committee's recommendation shall be made to the individual not later than one week before presentation to the membership. Any member so dealt with shall be advised of the grievances against him or her and shall have the right to be heard before the Committee and entire membership prior to a final decision. The

recommendation of the Grievance Committee shall be upheld and enforced unless overridden by a two-thirds vote of the members present and voting. The vote of the membership on the recommendation of the Grievance Committee shall be final as to the facts and circumstances involved.

6.2 EXECUTIVE COMMITTEE:

6.2.1 The President, Vice President, Secretary-Treasurer, Assignment Commissioner, and Official Interpreter shall comprise the Executive Committee.

6.3 STANDING COMMITTEES:

6.3.1 Each standing committee provided herein and attached hereto shall be appointed by the President and shall have such powers and authority as the Board of Directors shall from time to time dictate with the approval of the members.

6.4 SPECIAL COMMITTEES:

6.4.1 Special Committees may be appointed by the President as desired in the interests of the Corporation.

**ARTICLE VII
DUES, FINES, AND SUSPENSIONS**

.1 DUES FOR ASSOCIATE MEMBERS AND ACTIVE MEMBERS:

7.1.1 Associate Members shall pay annual dues of one-half the dues for Active Members. Dues for Active Members shall be set from time to time by the Board of Directors. Members paying dues shall also pay applicable C.S.O.A. dues to the corporation which shall timely forward the same to the C.S.O.A.

.2 ANNUAL PAYMENT:

7.2.1 Any member who fails to pay his dues to the corporation and the C.S.O.A. by the Annual Business Meeting of the Members each year shall be subject to suspension for not more than one (1) year unless waived by the actions of one or more officers of the corporation and, in the absence of

such waiver(s), shall not receive any membership privileges, including, but not limited to, receiving assignments, receiving a copy of the soccer rule book, being covered under any insurance policy that may be maintained by the corporation and being able to attend any banquet functions.

.3 (INTENTIONALLY LEFT BLANK)

7.4 FINES, SUSPENSIONS, ASSESSMENTS AND EXPULSIONS:

7.4.1 A fifty-dollar dollar fine may be assessed for any dues or fines which have not been paid at or before the Annual Business Meeting of Members. This fine shall be paid within two weeks of receipt and no later than December 31 of the same year.

7.4.2 All meetings as defined under Article V of these by-laws are mandatory attendance meetings. Members may be fined fifty (\$50.00) dollars for each meeting missed and shall be subject to suspension for up to one year upon a recommendation from the Executive Committee. A member who cannot attend a meeting shall submit a communication to the Executive Committee, via the Secretary-Treasurer, stating the reason(s) for missing the meeting. The Executive Committee shall review the letter with respect to the legitimacy of the reason for missing the meeting and make a determination as to whether any fine should be assessed.

7.4.3 Members suspended may be reinstated only by payment of all fees, fines and/or by a majority vote of the membership after a favorable recommendation by the Board of Directors. In accordance with the provisions of the C.S.O.A. By-Laws, any member suspended by/from the board shall have the right to a hearing and appeal to that organization's Executive Board.

7.4.4 "Turning Back" an assigned game may result in an assessment fee comparable to the actual game fee in question. "Turning Back" shall mean a member refusing to take an assignment after it has been duly assigned to that member.

7.4.5 In the rare and extreme case where a member is duly expelled from the ranks of membership for good cause, notification shall be made to C.S.O.A. in accordance with its by-law provisions.

.5 FEES:

7.5.1 Fees paid to members for officiating games, paid by the Corporation to C.S.O.A. and paid by members with respect to written and field examinations shall be in accordance with those set by the C.S.O.A. in accordance with any duly negotiated agreement.

7.5.2 Assessment Fee - Said assessment shall be based on a percentage of the fees received by each member for assigned officiation during the year. The percentage shall be the same for all members. Each member must pay his/her portion of the honorarium directly to the Assignment Commissioner by December 15 of the most recent soccer season. Failure to pay said sum by Dec 15 may result in a varsity game fee being assessed against that member, due and payable to the Corporation immediately.

(amended nov 2015)

ARTICLE VIII ASSIGNMENTS

.1 ASSIGNMENTS:

8.1.1 By the date so specified by the Assignment Commissioner, every active member shall notify the Assignment Commissioner, in accordance with the established system of notification, of the dates which he/she is unable to officiate.

8.1.2 In the event that a member cannot fulfill an assignment, it is his/her responsibility to notify the Assignment Commissioner in a timely manner, unless in the case of an emergency.

8.1.3 With respect to youth, middle school, junior high and/or high school assignments, as the case may be, a member shall not: solicit games; officiate for more or less than the prescribed game fees; exchange games or assignments; officiate with a suspended member or non-member of this or any other local boards or corporations recognized by E.C.S.O.A. and/or C.S.O.A.

.2 MISSED GAMES AND/OR ASSIGNMENTS:

8.2.1. The following procedure shall be followed when a member misses a game and/or assignment without prior, timely, notice to the Assignment Commissioner unless the member agrees to pay the fine set pursuant to Section 8.2.1 (ii) hereof.

- (i) The incident shall be turned over immediately to the Grievance Committee for consideration and disposition of the allegation.
- (ii) If the Grievance Committee recommends and the membership does not duly override said recommendation in accordance with these by-laws, the offender shall be fined an amount equal to the fee paid to a member for officiation of a comparable game/assignment and suspended until the fine is paid.
- (iii) If a second member officiated the game/assignment, a sum equal to half of the said fine shall be given to said other member. If the allegation is not substantiated, the corporation shall make the payment in place of the offender.
- (iv) If there is a repetition of the same offense, the member shall be suspended for a minimum of one year.

.3 PAIRING OF OFFICIALS:

8.3.1 Unless two members can be assigned to a varsity game no assignment will be made without the consent of the school and the member being assigned. A member may work with a member from another recognized association or corporation.

ARTICLE IX ORDER OF BUSINESS

.1 RULES OF ORDER:

9.1.1 All business shall be governed by the Roberts Rules of Order, as amended, except the President shall have voting privileges.

.2 Order of Business Meetings:

1. Call to order
2. Soccer/Game Management clinic
3. Roll call
4. Acceptance of the minutes of previous meetings
5. President's report
6. Secretary's report
7. Treasurer's report
8. Communications
9. Committee reports
10. Old business
11. Election of officers (when appropriate)
12. New business
13. Remarks for the good of the corporation
14. Adjournment

ARTICLE X FISCAL YEAR

.1 FISCAL YEAR:

10.1.1 The fiscal year of the corporation shall begin on the first of January and end on the 31st day of December in each year.

ARTICLE XI AMENDMENT

.1 ALTERATION, AMENDMENT AND REPEAL OF BYLAWS:

11.1.1 The By-laws may be altered, amended or repealed or new By-laws may be adopted at the Annual Meeting of the members by resolution adopted by the affirmative vote of two-thirds (2/3) of the members entitled to vote, but no alteration, amendment, repeal or adoption shall be made at any such meeting unless there shall be two weeks' notice of such actions and the notice of such meeting shall specify the proposed alteration, amendment, repeal or adoption of By-laws as one of the purposes of such meeting.