

WAYNE COUNTY BOARD OF APPROVED SOCCER OFFICIALS, INC.

BY-LAWS

I. Name

The name of the organization shall be the Wayne County Board of Approved Soccer Officials, Inc., and shall be referred to herein as "WCBOASO". WCBOASO is a not-for-profit corporation duly organized and existing pursuant to the laws of the State of New York.

II. Affiliations

WCBOASO shall be affiliated with New York State Certified Officials of Soccer, Inc., a New York not-for-profit corporation ("NYSCOS"), as a member board.

III. Territory

The territory of WCBOASO shall be comprised of the following leagues: Wayne, Finger Lakes, and Independent.

IV. Purpose and objectives of WCBOASO

- A. WCBOASO exists to provide a unified soccer referee organization that provides certified, qualified, approved and competent soccer officials for junior and/or senior high schools operating soccer programs at the junior varsity and varsity levels.
- B. The purpose of the organization will be accomplished by:
 - 1. Training new officials to ensure fair and consistent officiating.
 - 2. Provide certified officials the opportunity to update and improve their knowledge of the game of soccer and their officiating skills.
 - 3. Interpreting current rules and officiating techniques for officials, coaches and players.
 - 4. Promoting a healthy atmosphere within which sporting events may occur.

V. Membership

- A. The membership of WCBOASO shall meet the following requirements:
 - 1. Must satisfy the NYSPHSAA "Five-Point" program requirements;
 - 2. Must have passed the National Federation of State High School Soccer Rules Exam for the calendar year in which membership is sought;
 - 3. Must attend mandatory meetings, clinics, and rules interpretations;
 - 4. Must meet all financial obligations set by WCBOASO.
- B. Transfer of membership

A member of a different referee organization affiliated with or recognized by NYSCOS may transfer into WCBOASO after submitting a letter from their previous organization documenting their officiating experience, and providing documentation of their current varsity/non-varsity status.

C. Dual membership

Officials who belong to more than one high school board may elect to use two points from that board toward the five-point program.

D. Membership rights

All members who pay dues shall have the right to vote and hold office. They shall also be listed with the NYSPHSAA Secretary-Treasurer as approved officials.

E. Meetings

1. Annual Meeting

- i. WCBOASO shall hold its Annual Meeting of its members the week immediately preceding the start of the sectional tournament on a day specified by the Executive Board;
- ii. The President shall preside over the Annual Meeting
- iii. The membership shall elect the officers of WCBOASO at the Annual Meeting as described in these Bylaws;
- iv. The membership shall conduct such other business at its Annual Meeting as the Executive Board deems appropriate.

2. Other meetings

- i. The Executive Board shall schedule such additional meetings of the membership as it deems necessary for the following purposes:
 - a. Conduct such business as might arise between Annual Meetings; and
 - b. Conduct such training and instruction in the rules of soccer and/or the practice of refereeing as the Executive Board deems appropriate.
- ii. The Executive Board shall provide a schedule of all meetings for the calendar year before the beginning of the season.

VI. Administration

A. The governing officers of WCBOASO shall be known as the Executive Board.

B. The governing officers of the organization shall be:

1. President

- i. The President shall be elected at the Annual Meeting in each even-numbered year, and shall serve a term of two years commencing immediately after the Annual Meeting.
- ii. After the end of the President's term, he or she shall succeed to a two-year term as the Past President as described below.
- iii. The President shall preside at all meetings;
- iv. The President shall develop the agenda for the Annual Meeting, special meetings, and meetings of the Executive Board and transmit such agenda to the Secretary/Treasurer in advance of any such meeting;
- v. The President shall appoint all standing and ad-hoc committees subject to the approval of the Executive Board;
- vi. The President shall call special meetings of the membership and/or the Executive Board whenever necessary;
- vii. The President shall appoint an audit of the expenditures when the President deems such audit necessary.

2. Vice President

- i. The Vice President shall be elected at the Annual Meeting in each even-numbered year, and shall serve a term of two years commencing immediately after the Annual Meeting.
- ii. The Vice President shall preside at all meetings in the absence of the President;
- iii. The Vice President shall succeed the President for the remainder of the President's term in the following instances:
 - a. The President is unable or unwilling to continue his or her term to its conclusion; or
 - b. The President is removed from the position of President by the membership pursuant to the terms of these bylaws;
- iv. The Vice President shall perform such tasks and assume such responsibility as reasonable assigned by the President.

3. Secretary

- i. The Secretary shall be elected at the Annual Meeting in an odd-numbered year, and shall serve a term of four years commencing immediately after the Annual Meeting.
- ii. The Secretary shall:
 - a. Advise the membership of WCBOASO of the agenda for the Annual Meeting 30 days prior to the meeting;
 - b. Prepare the record of all general meetings and distribute copies of such minutes to the members of WCBOASO by e-mail and post on the WCBOASO website.
 - c. Maintain the roster of the membership of WCBOASO;
 - d. Maintain attendance, training, disciplinary and other records regarding the membership of WCBOASO;
 - e. Transmit the roster of approved officials to NYSCOS in accordance with the procedures set by NYSCOS; and
 - f. Maintain all records of WCBOASO for at least three years.
 - g. Facilitate annual elections of officers to the Executive Board and elections following an officer vacancy.**

4. Treasurer

- i. The Treasurer shall be elected at the Annual Meeting in each odd-numbered year, and shall serve a term of two years commencing immediately after the Annual Meeting.
- ii. The Treasurer shall:
 - a. Collect the dues, fees, fines and other monies from the membership;
 - b. Keep an accurate count of all finances;
 - c. Pay all expenses approved by the Executive Board;
 - d. Submit a financial report and budget at the Annual Meeting; and
 - e. Retain all financial records of WCBOASO for at least seven years.

5. Past President

- i. The Executive Board shall invite each president that completes his or her full term to serve an additional **two-year term** as an officer and member of the Executive Board commencing immediately after the Annual Meeting in each even-numbered year.
- ii. The Past President may attend meetings of the Executive Board, **and shall be** entitled to vote on matters before the Executive Board.

6. Members-at-Large

- i. The Executive Board shall include two Members-at-Large;
- ii. One Member-at-Large shall be elected at the Annual Meeting each year, and shall serve a term of two years commencing immediately after the Annual Meeting. The Member-at-Large shall be entitled to vote on matters before the executive board.
- iii. The Members-at-Large shall:
 - a. Represent the views of the membership of WCBOASO; and
 - b. Carry out such additional tasks as assigned by the President.

B. Elected Executive Board officers may succeed themselves.

C. No Executive Board officer may hold two elected positions simultaneously.

D. The election, powers, and duties of the Executive Board shall be fixed by the By-laws.

E. Election of Executive Board officers.

5. Members of WCBOASO may nominate candidates for officers to be elected at the Annual Meeting by submitting names to the Secretary 30 days before the Annual Meeting. The Secretary will verify the member has fulfilled all the requirements of WCBOASO membership and thus is eligible for election.

6. Prior to a vote for an officer, each candidate may address the membership of WCBOASO.

7. The Executive Board shall conduct the election for each officer position to be elected at the Annual Meeting in the manner that the Executive Board deems appropriate.

8. Only members of WCBOASO present at the Annual Meeting may vote for an officer.

F. Vacancy of an elected Officer position.

5. Vacancies occurring in any office shall be filled by a majority vote of the membership of WCBOASO at the next scheduled meeting. It is not necessary to schedule an emergency or special meeting of the membership to fill a vacancy. The **Secretary** shall advise the membership of the election to fill a vacancy at least thirty days prior to the meeting at which such election shall be held.
6. The Executive Board may name a member of WCBOASO to fill such vacancy until the next scheduled meeting of the membership.
7. The Executive Board may nominate an active member to run for election to the remainder of the term of the vacant office.
8. The membership may nominate a candidate to fill the vacant office by submitting names to the Secretary 30 days before the meeting. The Secretary will verify the member has fulfilled all the requirements of WCBOASO membership and thus is eligible for election.
9. The member elected to fill a vacancy shall hold such office until the expiration of the term of the officer whose departure created the vacancy.

G. Recall of an elected Officer for cause.

5. A member of WCBOASO may submit a petition, signed by twenty-five percent (25%) of the active members, to a member of the Executive Board demanding the removal of an officer.
6. The petition must state the reasons for demanding the recall of the officer.
7. Within four weeks of the receipt of said petition, the Executive Board shall call a meeting for such recall. The Secretary shall give notice of the meeting at least thirty days prior to the meeting.
8. The only issue to be considered at such meeting is the recall of the officer.
9. Twenty-five percent (25%) of the membership of WCBOASO must be present for said meeting in order to proceed. In the event that twenty-five percent of the membership is not present, the Executive Board may reschedule the meeting. In the event that there are not sufficient members present at the rescheduled meeting, the recall will be deemed to have failed.
10. In order to recall the officer, two-thirds (2/3) of the members present at the emergency meeting must vote in favor of the recall.

H. Indemnification and Compensation.

5. Officers of WCBOASO shall be entitled to indemnification for liabilities arising from official acts and/or acts condoned by WCBOASO to fullest extent allowed by Article 7 of the New York Not-for-Profit Corporation Law.

6.No officer of WCBOASO shall be entitled to a salary or other compensation for the services rendered by the officer to WCBOASO.

7.All officers **and supporting members** are entitled to reimbursement of their reasonable expenses incurred in their service to WCBOASO.

I. Executive Board.

5.The Executive Board shall be comprised of the officers of WCBOASO as noted above.

6.The Executive Board shall administer WCBOASO according to the By-laws. The Executive Board shall, among other things:

- i. Set the dates for the meetings of the WCBOASO membership;
- ii. Implement such rules and regulations passed by the membership;
- iii. Convene and act on emergency situations and report to the membership as necessary.
- iv. Recommend annual dues for the membership of WCBOASO. Dues must be accepted by a majority vote of the membership at a meeting of the membership;
- v. Set reasonable policies for WCBOASO regarding training, professional conduct and other matters affecting the manner in which the members of WCBOASO officiate soccer;
- vi. Make decisions and/or take action with respect to issues not specifically addressed in these By-laws.

7.The President shall call for meetings of the Executive Board as he or she deems necessary.

8.A quorum of five members of the Executive Board is necessary to conduct the business of the Executive Board.

9.Email votes

- i. For situations in which the President believes it important for every member of the Executive Board to have an opportunity to vote and a meeting for such vote is not practical, the President may call for a vote to be taken by email.
- ii. A proposition that is to be decided by email may be presented to the Executive Board at a meeting or by an email.

- iii. Once a proposition has been moved and seconded, the President shall send each member of the Executive Board an email with the following information:
 - a. The proposition to be voted upon;
 - b. The options available; and
 - c. The deadline for casting a vote (which shall not be less than twenty-four hours after the email soliciting the votes is sent).
- iv. An email vote will not be considered valid unless **a majority** of the members of the Executive Board at the time the vote is announced acknowledge the email vote prior to the deadline (by a return email) stated in the email containing the ballot and, by an email to the President, Vice President and the Secretary, either abstain from the vote or vote.
- v. A successful proposition voted upon through email shall require votes in favor of the proposition from a majority of those members of the Executive Board voting or abstaining.

J. Supporting members of the organization shall be:

5. Unit Assignor

- i. WCBOASO shall engage a Unit Assignor and such Assistant Unit Assignors as the Executive Board deems necessary.
- ii. The Unit Assignor and Assistant Unit Assignors shall ensure that each game to be officiated by a member or members of WCBOASO is staffed by a referee or referees appropriate to the game.
- iii. The Unit Assignor and Assistant Unit Assignors engaged by WCBOASO shall be appointed by the President subject to the approval of the Executive Board.
- iv. The Unit Assignor shall be entitled to attend meetings of the Executive Board, but shall not be entitled to vote on matters before the Executive Board.
- v. The Unit Assignor may also serve as an officer on the Executive Board.
- vi. The Unit Assignor and Assistant Unit Assignors, if any, shall serve until he or she resigns or is removed by the Executive Board.

6. Unit Interpreter

- i. The President, subject to the approval of the Executive Board, shall appoint a Unit Interpreter.
- ii. **The Unit Interpreter may also serve as an officer on the Executive Board.**
- iii. The Unit Interpreter will attend the state rules interpretation meeting **with at least one officer from the Executive Board.**
- iv. The Unit Interpreter will conduct necessary interpretation meetings for the membership and will interpret any questions on rules and mechanics that occur during the year.
- v. The Unit Interpreter shall serve until he or she resigns or is removed by the Executive Board.
- vi. The Unit Interpreter shall be entitled to attend meetings of the Executive Board, but shall not be entitled to vote on matters before the Executive Board, **unless the Unit Interpreter also holds a position on the Executive Board.**
- vii. The President, subject to the approval of the Executive Board, may appoint an Assistant Interpreter, but such Assistant Interpreter shall not be entitled to attend meetings of the Executive Board or vote on matters before the Executive Board.

K. Committees

5. The president shall appoint all committees

6. Membership Committee

- i. Members
 - a. The Executive Board will act as standing members
 - b. The President may appoint an additional two members
- ii. Duties and Responsibilities
 - a. Maintain records regarding each member of WCBOASO;
 - b. Foster the development of the referee skills of the members of WCBOASO;
 - c. Address complaints regarding member referees;
 - d. To develop and implement an internal rating system for the officials of the organization.

- e. To compile at the end of the season the ratings and to distribute to each member his or her rating.
- f. To furnish the assignor with a composite rating sheet of each member to assist in making assignments
- g. To handle any and all inquiries concerning the rating system.

7. Grievance Committee – see Disciplinary Procedures below.

8. Ad Hoc Committees

- i. The President and/or the Executive Board may appoint members to ad hoc committees as they believe are necessary.
- ii. When creating a committee, the President or Executive Board shall state the duration of the appointment of the committee.

VII. Membership Discipline

- A. General Policy—Members of WCBOASO shall be subject to disciplinary action for failure to comply with the Policies and Procedures set by the Executive Board.
- B. The Grievance Committee shall be composed of three members in good standing. They will receive, investigate, and make recommendations to the Executive Board concerning the grievances of members in relation to their officiating privileges.

VIII. Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IX. Non-Inurement

Notwithstanding any other provisions of these Bylaws, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officer, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Paragraph VII. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provision of these Bylaws, the

corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

X. Restrictive Purpose and Activities

Notwithstanding any other provision of these Bylaws, WCBOASO is organized exclusively for educational purposes or to foster state, national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501 (c) (3) of the **Internal Revenue Code** by an organization exempt from Federal income tax under section 501 (c) (3) or corresponding provisions of any subsequent federal tax laws.

No substantial part of the activities of WCBOASO shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501 (h) of the **Internal Revenue Code**) including the publication or distribution of statement(s), any political campaign on behalf of or in opposition to any candidate for public office.

XI. Amendments to these By-laws

- A. These By-laws may be amended at any business or special meeting of the organization by a two-thirds vote of the active members present and voting, provided that notice thereof with a copy of the proposed amendment shall have been sent to each member at least fourteen days prior to such meeting.
- B. Amendments to these By-laws shall become effective immediately upon passage unless otherwise stated in the amendment.
- C. Constitutional Amendment Dates / Subjects

Revised - November 1979

Amendment made - September 29, 1980

Revised - March 1994

Amendments made - November 1, 1999

Revised for Incorporation – April 13, 2015

These Bylaws were adopted by a majority of the members of WCBOASO at a meeting of the membership held the ____ day of _____, 2016.

Mark A. Simons, Secretary