

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

Examiner

Name
Approved

ARTICLE I

The exact name of the corporation is:

ARTICLE II

The purpose of the corporation is to engage in the following activities:

C
P
M
R.A.

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

ARTICLE IV

****Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:**

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

***If there are no provisions, state "None".*

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors: (or officers having the powers of <i>directors</i>)			

c. The fiscal year of the corporation shall end on the last day of the month of:

d. The name and business address of the resident agent, if any, of the corporation is:

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) *are clearly typed or printed* beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this _____ day of _____, 20 _____,

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 20 ____.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Contact information:

Telephone: _____

Email: _____

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

Action of Directors in Lieu of a First Meeting
New England Intercollegiate Soccer Officials Association.

The undersigned, being all the members of the Board of Directors of **New England Intercollegiate Soccer Officials Association.** (NEISOA) a Massachusetts corporation, and acting in accordance with of Chapter 180 of the Massachusetts General Laws, consent to the adoption of the following votes:

VOTED: That the President, Vice Presidents, Treasurer and Clerk of the corporation are: each authorized to prepare and file on behalf of the corporation for a non-profit status under Section 501(c) (3) of the Internal Revenue Code of 1954, together with such other consents and documents as shall be necessary or appropriate to reflect the election by the corporation under of a non-profit corporation within the Section 501 (c) (3) of the Code and to take such other action as any such officer may deem necessary or appropriate to qualify the corporation under Section 501(c) (3) of the Code.

VOTED: That the adoption of the by-laws and the votes taken, dated _____ by Written Consent of the corporation by the incorporators of the corporation is ratified and confirmed.

VOTED: That the fiscal year of the corporation shall end on November 30 of each year.

VOTED: That the Clerk of the corporation is authorized to adopt the corporate seal of the corporation and to affix an impression of such seal in the margin.

VOTED: That a bank of the President's and Treasurer's choice is designated a depository of the funds of the corporation, and that the banking and borrowing resolution appearing on the certificate recorded with these votes in the minute book and incorporated in this vote by reference are hereby adopted.

VOTED: That the President and/or Treasurer is authorized:

- (a) to designate such bank or banks as depositories (the "Depository" or "Depositories") for the funds of the corporation as he may deem necessary or advisable;
- (b) to open, keep and close general and special bank accounts and safe deposit boxes with any Depository;
- (c) to cause to be deposited in accounts with any Depository from time to time such funds of the corporation as he may deem necessary or advisable;
- (d) to designate from time to time officers and agents of the corporation authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the corporation against any such account; and
- (e) to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile or electronic signatures) as he may deem necessary or advisable.

VOTED: That, if any Depository requires a prescribed form of preamble, preambles, resolution or resolutions relating to such accounts or borrowing or to any application, statement, instrument or other documents connected therewith, each such preamble or resolution shall be deemed to be adopted by the Board of Directors, and the Clerk or any Assistant Clerk of the corporation is authorized to certify the adoption of any such preamble, or resolution as though it were presented to the Board of Directors at the time of adopting this vote, and to insert all such preambles and resolutions in the minute book of the corporation immediately following this vote.

VOTED: That whoever the President and or Treasurer choose be selected as the independent auditors of the corporation for the current year.

Executed as of the ___day of August, 2010.

Action by Written Consent of Incorporator(s) in
Lieu of Organizational Meeting of Incorporator(s)

New England Intercollegiate Soccer Officials Association.

The undersigned, intending to act as incorporator(s) and to form a corporation under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, hereby consent(s) to the following actions and adopt(s) the following votes in lieu of an organizational meeting of incorporator(s):

Articles of Organization

VOTED: That the Articles of Organization of this Corporation, in the form submitted to the incorporator, be executed by the incorporator, and submitted to the Secretary of State of the Commonwealth of Massachusetts for approval, and filing together with the proper fee.

By-Laws

VOTED: That By-Laws in the form submitted to the incorporator, be adopted as the By-laws of this Corporation, and shall be filed with the record of this Vote.

Initial Directors and Officers

VOTED: That the number of directors of this Corporation, until changed in accordance with the By-laws, is fixed at 18; and that the following persons are elected directors to serve in accordance with the By-Laws:

Catalini, Robert ,	54 Wing Blvd., E. Sandwich MA 02537
Breetveld, Jack ,	127 9th Street , Providence RI 02906
Roberts, Ken,	7 Beechwood Street, Falmouth, ME
Violette, Marcel ,	99 Alfred Road, Kennebunk ME 04043
King, Michael,	26 Ridgeview Drive, Thomaston ME 04861
Fogg, Brad,	127 Shaker Road #10 Gray ME 04039
Bruno, David J.,	25 College Road Stratham NH 03885
Blais, Douglas,	46 Pinecrest Drive , Bedford NH 03110-5536
Sihler, Gunther,	220 Chittenden Road, Chittenden VT 05737
Triplett, James,	25 Camp Hill Drive, Oxford, Ma. 01540
Barra, Dave,	6 Greenbrier Drive, Essex Jct. VT 05452
Paquette, Mark,	171 Highland Road, Mansfield CT 06250
Hamm, Arthur,	50 Bradford Walk, Farmington CT 06032
DiNobile, Louis,	22 Phillips Lane, Harmony, RI 02829
Tedino, Frank,	11 Cross Road, Johnston RI 02919
Goncalves, Antonio	204 Meadowcrest Drive, Ludlow MA 01056
Buckley, Dr. John	1144 Edmonds Road, Framingham, MA 01701
Carey,William	151-2 Hubbard Street, Concord, Ma. 01742

VOTED: That each of the following persons is elected to the office or offices set forth opposite his or her name to serve in accordance with the By-Laws:

Catalini, Robert,	54 Wing St., E. Sandwich MA 02537 - President
Breetveld, Jack	127 9th Street, Providence RI 02906 – Vice President
Ken Roberts,	7 Beechwood St., Falmouth, ME – Secretary/ treasurer
Ken Roberts	7 Beechwood St., Falmouth, ME- Clerk

This Consent shall be filed with the minutes of meetings of the Directors of this Corporation and shall be treated for all purposes as votes taken at a meeting.

Robert Catalini,	Jack Breetveld	Ken Roberts	Marcel Violette
Michael King	Brad Fogg	David Bruno	Douglas Blais
Gunther Sihler	James Triplett	David Barra	Mark Paquette
Arthur Hamm	Louis DiNobile	Frank Tedino	Antonio Goncalves
	Dr. John Buckley	William Carey	

Dated:

ARTICLE II

Attachment II

1. To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description.
2. To acquire by purchase, exchange, concession, easement, contract, lease or otherwise, to hold, own, use, control, manage, improve, maintain and develop, to mortgage, pledge, grant, sell, convey, exchange, assign, divide, lease, sublease or otherwise encumber and dispose of, and to deal and trade in, real estate, improve or unimproved, lands, leaseholds, options, concessions, easements, tenements, hereditaments, and interests in properties of every kind and description wheresoever situated, and any and all rights therein.
3. To build, construct, or cause to be built or constructed, to purchase, exchange, lease, hire or otherwise acquire any and all buildings, structures and improvements of every kind and description on any land that may be owned, or at any time held or occupied by the Corporation or in which it shall have any right, title, interest, easement or concession; to hold, own, use, occupy, control, manage, operate, improve, maintain, develop and remove, alter, repair or reconstruct any buildings, structures or other improvements of every kind and description now standing or hereafter erected on said lands.
4. To mortgage, pledge, grant, sell, convey, exchange, assign, divide, lease, sublease or otherwise encumber and dispose of, and to deal and trade in, any and all said buildings, structures and improvements and to rent, let or sublet offices, stores, shops, apartments, rooms or other space of every kind and description therein.
5. To acquire by purchase, exchange, contract, lease or otherwise, to hold, own, use, control, manage, to mortgage, pledge, sell, exchange, lease, hire or otherwise encumber and dispose of, and to deal and trade in any and all chattels, chattels real, rights, contracts, grants, chooses in action, concessions, franchises, options, privileges, building materials (and personal property of every kind and description) and any or all interests and rights therein wheresoever located.
6. To improve, manage and develop and to hold, use, assign, pledge, mortgage, sell, exchange or otherwise dispose of, to import, export and generally deal in goods, wares and merchandise of every kind and description, and grants, options, concessions, franchises and contracts, and all kinds of personal property and any and all interest and rights therein and thereto, without limit as to kind or amount.
7. To otherwise dispose of the business and properties, of every kind, of corporations, associations, partnerships firms, trusts, syndicates, individuals, organizations and other entities located in or organized under any part of the world; to continue, alter, extend and develop their business, assume their liabilities, guarantee or become surety for the performance of their

obligations, reorganize their capital and participate in any way in their affairs and to take over as a going concern and to continue in its own name any business so acquired, all in accordance with and to the extent permitted by law.

8. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, wither along or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

9. The business or purpose of the Corporation is from time to time to do any one or more of the acts and things herein above set forth and it shall have the power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporation powers and rights, in the Commonwealth of Massachusetts, and in the various other states, commonwealths, territories , and dependencies of the United States, in the District of Columbia, and all or any foreign countries. The foregoing clauses of this Article are not all inclusive of the purposes of the business.

Article IV Attachment
Other Lawful Provisions

The corporation shall have and may exercise in the furtherance of its corporate purposes:

(a) The corporation may carry on any business, operation or activity referred to in Article 2 to the same extent as might an individual, whether as principal, agent, contractor or otherwise, and either alone or in conjunction or a joint venture or other arrangement with any corporation, association, trust, firm or individual, including the powers specified in Section 9 of Chapter 156B of the General Laws of Massachusetts (except the powers specified in (m) thereof.

(b) The power to solicit and receive gifts grants, contributions, and bequests, and to engage in fund-raising activities

(c) The corporation may carry on any business, operation or activity through a wholly or partly owned subsidiary.

(d) The corporation may be a partner in any business enterprise which it would have power to conduct by itself, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other chapter of the General Laws.

(e) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws, rules or regulations requires action by the entire membership.

(f) Except as otherwise provided by law, no director shall have any right to examine any property or any books, accounts or other writings of the corporation if there is reasonable ground for belief that such examination will for any reason be adverse to the interests of the corporation, and a vote of the directors refusing permission to make such examination and setting forth that in the opinion of the directors such examination would be adverse to the interests of the corporation shall be prima facie evidence that such examination would be adverse to the interests of the corporation. Every such examination shall be subject to such reasonable regulations as the directors may establish in regard thereto.

(g) The directors may specify the manner in which the accounts of the corporation shall be kept, what amounts, if any, shall be reserved for any corporate purpose.

(h) The directors shall have the power to fix from time to time their compensation, or distribute to its members, officers, or other private persons reasonable compensation, for services rendered or to make payments and distributions in furtherance of any proper purpose set forth in Article II or IV. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer, member of this corporation individually, or any individual having any interest in any concern of this corporation, or any concern in which any of such directors, officers, members, or individuals has any interest, may be a party to, or

may be pecuniary or otherwise interested in, any contract, transaction or other act of this corporation, and,

(1) Such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;

(2) No such director, officer, member, or individual, shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and

(3) Any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same;

provided, however, that any contract, transaction or act in which any director or officer, member of this corporation is so interested individually or as a director, officer, trustee or member of any concern which is not a subsidiary or affiliate of this corporation, or in which any directors or officers are so interested as holders, collectively, of a majority of shares of capital stock or other beneficial interest at the time outstanding in any concern which is not a subsidiary or affiliate of this corporation, shall be duly authorized or ratified by a majority of the directors who are not so interested, to whom the nature of such interest has been disclosed and who have made any findings required by law;

the term "interest" including personal interest and interest as a director, officer, trustee, member or beneficiary of any concern;

the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this corporation; and

the phrase "subsidiary or affiliate" meaning a concern in which a majority of the directors, trustees, partners or controlling persons is elected or appointed by the directors of this corporation, or is constituted of the directors or officers of this corporation.

To the extent permitted by law, a vote of the Board of Directors shall validate any contract, transaction or act of this corporation, or of the board of directors or any committee thereof, with regard to all Board of Directors, officers, or members of this corporation, whether or not of record at the time of such vote, and with regard to all creditors and other claimants under this corporation; provided, however, that

A. with respect to the authorization or ratification of contracts, transactions or acts in which any of the directors, officers, members of this corporation have an interest, the nature of such contracts, transactions or acts and the interest of any director, officer or member therein shall be summarized in the notice of any such annual or special meeting, or in a statement or letter accompanying such notice, and shall be fully disclosed at any such meeting;

B. the Board of Directors so voting shall have made any findings required by law;

C. Board of Directors so interested may vote at any such meeting except to the extent otherwise provided by law; and

D. any failure of the Board of Directors to authorize or ratify such contract, transaction or act shall not be deemed in any way to invalidate the same or to deprive this corporation, its directors, officers or employees of its or their right to proceed with or enforce such contract, transaction or act.

No contract, transaction or act shall be avoided by reason of any provision of this paragraph (h) which would be valid but for such provision or provisions.

(i) A director, officer, or member of this corporation shall not be liable to the corporation for monetary damages for breach of fiduciary duty as a director except to the extent that exculpation from liability is not permitted under the Massachusetts Business Corporation Law as in effect at the time such liability is determined. No amendment or repeal of this paragraph (i) shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

(j) No part of any assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any director, officer, member or private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth except as provided in paragraph ; no substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the corporation makes expenditures for the purpose of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter referred to as "Code"), and the corporation shall not participate in, or otherwise intervene in (including the publishing or distributing any statements) any political campaign on behalf of any candidate for public office. It is intended the corporation shall be

exempted from federal income tax under Section 501(c)(3) of the Code and shall not be a private foundation under Section 509 (a) of the Code.

(k) The corporation shall have all powers granted to corporations by the laws of The Commonwealth of Massachusetts, provided that no such power shall include any activity inconsistent with the Business Corporation Law or the general laws of said Commonwealth.

(l) Upon dissolution of the corporation , the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific purposes as shall at the time qualify as exempt organization(s) under Section 501 (c)(3) of the Code and as shall be affiliated with the corporation.

Attachment VII, Additional Board of Directors

Breetveld, Jack,	127 9th Street , Providence RI 02906
Barra, Dave,	6 Greenbrier Drive, Essex Jct. VT 05452
Paquette, Mark,	171 Highland Road, Mansfield CT 06250
Hamm, Arthur ,	50 Bradford Walk, Farmington CT 06032
Triplett, James,	25 Camp Hill Dr., Oxford, Ma. 01540
DiNobile, Louis,	22 Phillips Lane, Harmony RI 02829
Tedino, Frank,	11 Cross Road, Johnston, RI 02919
Goncalves, Antonio	204 Meadowcrest Drive, Ludlow MA 01056
Buckley, Dr. John	1144 Edmonds Road Framingham, MA 01701
Carey, William	51-2 Hubbard Street, Concord, Ma. 01742

NEW ENGLAND INTERCOLLEGIATE SOCCER OFFICIALS ASSOCIATION.

(NEISOA)

A Massachusetts non-profit corporation

BYLAWS

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BY-LAWS

Section 1. ARTICLES OF ORGANIZATION AND GENERAL PROVISIONS

The name and purposes of the corporation shall be as set forth in the Articles of Organization. These By-laws, (a/k/a Constitution) the powers of the corporation and of its directors, officer and members, and all matters concerning the conduct and regulation of the business and affairs of the corporation shall be subject to the Bylaws, Rules Regulations and to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

Discrimination Policy

NEISOA is committed to a policy of equal opportunity for all its members and prospective members. NEISOA prohibits discrimination or harassment against any individual on the basis of race, color, creed, religion, sex, age, sexual orientation, national origin or disability.

1.1 Definitions.

Articles of Organization. The term “Articles of organization” mean the restated Articles of Organization filed with the Secretary of the Commonwealth of Massachusetts on the day of , 2010.

Board. The term “Board” shall mean the Board of Directors of the corporation (Executive Board) as set forth in Section 3 hereof.

(Board) Committee. The term Board Committee shall mean a body whose numbers are elected or appointed by the President or Executive Board and may be authorized to exercise a designated portion of the authority of the Executive Board as a group or as individual members as the President or Executive Board may so designate when they are not in session, or to act as consultant or advisor to the President or Executive Board at any meeting so designated within the meaning of the Bylaws.

Bylaws. The term “Bylaws” shall mean the Bylaws of this corporation (Constitution), except where the reference is specifically made to the Bylaws of another entity or unit.

Corporation. The term “corporation” shall mean the New England Intercollegiate Soccer Officials Association (NEISOA) a charitable non-profit corporation.

Corporate Member. The term “corporate member” (member) shall mean the New England Intercollegiate Soccer Officials Association in the capacity of sole member or individual in any capacity as designated in Article 7 and inclusive sections of the non-profit corporation.

Director. The term “Director” shall mean any member of the Board of Directors as set forth in Section 3, hereof.

Member. The term “member” shall refer either to a person who is a participant on an organized unit of the corporation such as the Board of Directors or Board Committee, or to a member of the corporation provided for in the following definition or Sections 3.5, 4.1 & 8 *et seq.*, herein, Otherwise the corporation shall have no members for the purpose of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote otherwise required or permitted by Chapter 180 or any other law, rule or regulation to be taken by the members as defined herein shall be taken by action or vote of the same percentage of the directors of the corporation.

Any individual may be a member of the corporation subject to reaching the age of 18 years of age and complying with qualification and maintenance requirements set forth by the New England Intercollegiate Soccer Officials Association, Executive Board.

Officer. The term “officer” shall mean one or more of those officers as set forth in Section 4 hereof.

Section 2. MEETINGS

2.1. **Annual Meeting and Mandatory Rules Interpretation Clinic.** The annual meeting of the corporation shall be held beginning at 9:00 a.m. on the first Saturday in August in each year (unless that day be a legal holiday at the place where the meeting is to be held in which case the meeting shall be held on the next succeeding day not a legal holiday) or at such other date and time as shall be determined from time to time by the Board of Directors. Purposes for which an annual meeting is to be held, additional to those prescribed by law, by the Articles of Organization or by these By-laws, may be specified by the president or by the directors. All meetings of any type will be conducted according to Roberts Rules of order and be conducted in accordance with the following agenda and order of business:

1. Call to order
2. Minutes of previous meeting
3. Report of the treasurer
4. Report of committees
5. Old business
6. New business
7. Good of the game
8. Election of officers (odd numbered years)
9. Adjournment

Further, all members shall be required to attend a minimum of one scheduled meeting during a period of the first week in August or at such other date and time as shall be determined from time to time by the Board of Directors (Executive Board). This meeting shall be considered in addition to an annual meeting of the corporation as required by law, a regional MANDATORY rules interpretation clinic conducted prior to the beginning of the soccer season. The meeting shall include rule interpretations, a physical fitness test and a written NCAA rules

refresher test. Passing scores for the physical fitness test and the written refresher test shall those standards as established by NISOA. The corporation strongly suggests that a medical examination should be taken by each member within six weeks prior to the physical fitness test. If no such physical examination is on file prior to the fitness test, including those fitness tests conducted at other times and places, an NEISOA liability waiver form must be signed prior to the testing process.

All members of the corporation shall be provided notice of the meeting no later than Thirty (30) days prior to the meeting .

2.2 **Regular Meeting.** Regular meetings of the directors may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice. Further, in addition to any regular meetings which may be held by the directors which shall be a minimum of three (3) times per year. , All members of the Executive Board must participate in 50% of all meetings as set forth in these by-laws. Failure to participate in the designated meetings may result in the removal of such member in accordance with these By- Laws, unless otherwise determined by the Executive Board.

2.3. **Special Meetings.** A special meeting may be called at any time by the president, a vice president, the treasurer or by the directors, a minimum of two or more. Each call of a meeting shall state the place, date, hour and purposes of the meeting. Notice of all special meetings of the directors shall be given to each director by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by the officer or one of the directors calling the meeting. Such notice shall be given to each director in person or by telephone, telegram, facsimile or electronic mail sent to each director's business or home address at least 24 hours in advance of the meeting or by mail postmarked at least 48 hours in advance of the meeting. Except as required by law, notice of a special meeting need not be given: (1) to any director who either before or after the meeting delivers a written waiver of notice, executed by the director, which is filed with the records of the meeting; (2) to any director who attends the meeting and who, either prior to the meeting or at its commencement fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the recommended removal, removal or sanctions against a director or officer.

2.4. **Place of Meeting.** All meetings shall be held at the principal office of the corporation in Massachusetts or, to the extent permitted by the Articles of Organization, at such other place within the United States as shall be fixed by the president or the directors. Any adjourned session of any meeting shall be held at the same city or town as the initial session, or within Massachusetts, in either case at the place designated in the vote of adjournment.

2.5. **Notice of Meeting.** A written notice of each meeting, unless otherwise designated in another subsection, stating the place, date and hour and the purposes of the meeting, shall be given at least seven days before the meeting to each director, officer entitled to vote, to each member who, by law, by the Articles of Organization or by these By-laws, is entitled to notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, or electronic mail addressed to such director or, officer or member at his

address as is appears in the records of the corporation. Such notice shall be given by the clerk or an assistant clerk or by an officer designated by the directors. Whenever notice of a meeting is required to be given under any provision of the Business Corporation Law of The Commonwealth of Massachusetts or of the Articles of Organization or these By-laws, a written waiver thereof, executed before or after the meeting by such director, officer or member authorized and filed with the records of the meeting, shall be deemed equivalent to such notice.

2.6. **Quorum.** At any meeting, a quorum as to any matter shall consist of one half of the Executive Board members entitled to cast a vote on the matter, except when a larger quorum is required by law, by the Articles of Organization or by these By-laws. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.7. **Action by Vote.** When a quorum is present at any meeting, a majority of the votes properly cast upon any question or election to an office shall decide the question except where a different manner is required by law, by the Articles of Organization these By-laws, or the rules, regulations.

2.8 **Voting.** A Director or officer, entitled to vote, except as specified otherwise in these by-laws, shall have one vote according to the records of the corporation, unless otherwise provided by the Articles of Organization or the rules, regulations.

2.9. **Action by Writing (Consent).** Any action required or permitted to be taken at any meeting of the Directors and officers may be taken without a meeting if all Directors or officers entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings. Such consents shall be treated for all purposes as a vote at a meeting.

2.10. **Presence through Communications Equipment.** Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

2.11. **Proxies.** To the extent permitted by law or the rules, regulations, Bylaws or policies of the United States Soccer Federation of the State Association as defined by the United States Soccer Federation, Directors or officers entitled to vote may vote either in person or by proxy. Except to the extent permitted by law, no proxy dated more than six months before the meeting named therein shall be valid. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting.

Section 3. BOARD OF DIRECTORS (Executive Board)

3.1. **Number.** In accordance with the rules, regulations, the Articles of Organization and the Bylaws of this corporation at the annual meeting of Directors (Executive Board) and officers a vote for the election and/or confirmation of directors shall fix the number of directors at not less than two nor more than eighteen directors (18) and shall elect the number of directors so fixed; provided, however, that the number of directors shall be fixed at not less than two whenever there shall be only two Directors and not less than one whenever there shall be only one Director. The number of directors may be increased at any time or from time to time either by the directors by vote of a majority of the directors then in office. The number of directors may be decreased to any number permitted by law at any time or from time to time as directors by a vote or a majority of the directors then in office, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors.

3.2 **Composition of the Executive Board** : The Executive Board shall consist of three officers and the remaining directors and their duties as set forth below:

- a. The officers shall consist of a President, Vice-President and Secretary-Treasurer.
- b. The Executive Board shall consist of the officers, the immediate past President and two members from each geographical area or state and the NISOA Region I Representative (NISIOA Liaison), and one member at large chosen by a majority vote of the Executive Board . All members of the Executive Board shall have the right to cast a vote.
- c. All members of the Executive Committee must participate in 50% of all committee meetings. Failure to do so will result in the removal of such member, unless otherwise determined by the Executive Committee.

3.3. **Tenure.** Except as otherwise provided by law, by the Articles of Organization or by these By-laws, each officer and executive board member representing a state or geographical location shall hold office until the next annual meeting of the Corporation and until his successor is duly elected and qualified by vote of the membership, or until he sooner dies, resigns, is removed or becomes disqualified, in the following manner.

- a. The President shall rotate among the members every two (2) years in the following manner: Maine, Massachusetts, Rhode Island, Vermont, New Hampshire, and Connecticut.
- b. The Vice-President shall be chosen from the next state to hold the office of President and will rotate every two (2) years.
- c. The President and the Vice-President will be elected in even numbered years.
- d. The Secretary-Treasurer shall be elected every four (4) years.
- e. The Secretary-Treasurer will be elected in odd number years.

- f. State members (representatives) of the Executive Board will be chosen by the membership of the state or geographical region choosing two (2) representatives from each geographical location or state.
- g. Member at large will be chosen by the Executive Board on a biannual basis.

3.4. **Powers.** Except as reserved by the Articles of Organization or by these By-laws, the Board of Directors shall have the general management and control of all property and affairs of the corporation, who shall have and may exercise all powers of the corporation.

3.5. **Committees.** The directors may, by vote of a majority of the directors or by designation of the President then in office, elect from their number, and may combine from individuals or members outside their number, an executive committee and other committees and delegate to any such committee or committees, including standing committees, some or all of the powers of the directors except those which by law, by the Articles of Organization or by these By-laws they are prohibited from delegating. Except as the directors may otherwise determine, or other such provisions, rules or regulations as the corporation may set forth, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-laws for the conduct of business by the directors.

The following will exist as standing committees of the corporation:

Each committee of the following committees shall be appointed by the President, with the approval of the Executive Committee, and consist of not less than three (3) members.

1. Examining
 - a. To supervise the administration of the application process and written test by the members of the local soccer boards within New England and recognized by NEISOA.
 - b. To establish criteria for application of membership.
 - c. To establish a board of assessment capable of assessing probationary members.
2. Interpretation
 - a. To conduct an annual interpretation of the rules as stated by NCAA.
 - b. To rule on all questions or interpretations of rules and shall seek rulings from higher authority when a definite answer cannot be given.
 - c. To recommend changes to the NCAA on the playing rules.
3. Fees
 - a. To negotiate fees with the proper organization(s) to ensure commensurate remuneration with other college sports.

4. Grievance
 - a. To rule on any violation(s) to this constitution or by-laws.
 - b. To hear written exceptions to the mandatory clinic.
5. Ad Hoc
 - a. The President may appoint an Ad Hoc Committee as necessary.
 - b.
6. By-Law and Constitution Committee
 - a. This committee shall review advice and present any corporate, Articles of Organization, by-laws, rules or regulations or other changes that are submitted per article 12.

Section 4. OFFICERS AND AGENTS

4.1. **Enumeration; Qualification.** The officers of the corporation shall consist of a president, vice president(s) a treasurer, a clerk, and such other officers, if any, as the incorporators at their initial meeting, or the directors from time to time, may in their discretion elect or appoint. The corporation may also have such agents or members, if any, as the incorporators at their initial meeting, or the directors from time to time, may in their discretion appoint. Any officer may be but none need be a director. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any two or more offices may be held by the same person. Any officer may be required by the directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the directors may determine.

4.2. **Powers.** Except as reserved to the Articles of Organization and to the other provisions of these By-laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such duties and powers as the directors may from time to time designate.

4.3. **Election.** The president, vice president, treasurer and the clerk shall be elected annually by the directors at their annual meeting subject to approval and ratification of a majority of the members. Other officers, if any, may be elected or appointed by the board of directors at said meeting or at any other time subject to approval and ratification of a majority of the members.

4.4. **Tenure.** Except as otherwise provided the law, or by the Articles of Organization or by these Bylaws, the president, vice presidents, the treasurer and the clerk shall hold office until the next annual meeting of the Corporation and until his successor is duly elected and qualified by vote of the membership, or until he sooner dies, resigns, is removed or becomes disqualified, as set forth in Section 3.3 and until the first meeting of the directors following the next annual meeting or until their respective successors are chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next annual meeting unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified, or until their respective

successors are chosen and qualified. Each agent shall retain his authority at the pleasure of the directors.

4.5. **Chief Executive Officer.** The chief executive officer of the corporation shall be the president or such other officer as is designated by the directors and shall, subject to the control of the directors, have general charge and supervision of the business of the corporation and is responsible for the planning implementation and supervision of the Corporation programs and ensures compliance with them. If no such designation is made, the president shall be the chief executive officer. Unless the board of directors otherwise specifies,, the chief executive officer shall preside, or designate the person who shall preside, at all meetings, and of the meetings of the Executive Board, Further, the President, except as otherwise provide in the provision of these By-Laws, shall appoint members to committees and positions in the corporation subject to approval by a majority vote of the Executive Board then in attendance at a meeting or as otherwise provided in these By-laws.

4.6. **President and Vice Presidents.** The president shall have the duties and powers specified in these By-laws and shall have such other duties and powers as may be determined by the directors. Further, the president shall have no vote except when a vote on any matter of the voting members of the Executive Board results in equally divided votes, at which time the president shall cast a vote.

Any vice president shall have such duties and powers as in the Bylaws, rules regulations and policies of the Corporation, and such other duties and powers as may be designated from time to time by the Directors. In the absence of the President, he/she shall perform the duties of the President, as well as at all other times preside over the Grievance Committee.

4.7. **Treasurer and Assistant Treasurers/ Secretary.** Except as the directors shall otherwise determine, the treasurer shall be the chief financial and accounting and record keeping officer of the corporation and shall be in charge of its funds and valuable papers, books of account and accounting records, and shall have such other duties and powers as may be designated from time to time by the directors. This shall include but not be limited to setting up and maintaining bank accounts in the name of the corporation; disbursing those funds in accordance with procedures as established by the Executive Board; maintain a detailed an accurate accounting of the income and expenditures; complete a yearly audit and submit a formal report to the Executive Board; arrange for and secure annual bonding and indemnification coverage for the Executive Board; be responsible for and maintain membership applications, records, and all procedures, notifications and records related to dues, fees and fines In addition it shall be his or her responsibility to record the minutes of all meetings and preserve all the records of the corporation.

Any assistant treasurers shall have such duties and powers as shall be designated from time to time by the directors.

4.8. **Clerk and Assistant Clerks/ Rules Interpreter.** The clerk shall record or keep records of all proceedings of the meetings of the directors and give notices as are required by

these bylaws, which records, or documents shall be kept at the principal office of the corporation or at the office or of its clerk and shall be open at all reasonable times to the inspection of any director. In the absence of the clerk from any meeting, an assistant clerk, or if there be none or he is absent, a temporary clerk chosen at the meeting, shall record the proceedings. If no secretary is chosen or appointed, the clerk shall keep a true record of the proceedings of all meetings of the directors and in his absence from any such meeting an assistant clerk, or if there be none or he is absent, a temporary clerk chosen at the meeting, shall record the proceedings thereof.

Further, the Rules Interpreter is responsible for interpretation of all laws and/or rules of the game of soccer which are applicable to the services provided by the corporation. The rules interpreter will, from time to time, train and educate the members in the proper application and interpretation of the rules of the game of soccer.

Any assistant clerks shall have such other duties and powers as shall be designated from time to time by the directors.

4.9. **Secretary and Assistant Secretaries.** If a secretary is chosen or appointed, he shall keep a true record of the proceedings of all meetings of the directors and in his absence from any such meeting an assistant secretary, or if there be none or he is absent, a temporary secretary chosen at the meeting, shall record the proceedings thereof.

Any assistant secretaries shall have such other duties and powers as shall be designated from time to time by the directors.

4.10 **Chapter Contacts.** Each subchapter of NEISOA shall have a designated person within the subchapter whose responsibilities and duties shall be consistent with those established by NISOA and include but not be limited to managing administrative matters, communication and distribution of various matters from and to the subchapter membership as delegated, determined or decided by the sub Chapter, Executive Board or NISOA.

Chapter contacts in accordance with NISOA policy are responsible for the election of the NISOA Region I Executive Board member (NISOA Liaison) and will each cast one vote in accordance with the majority of sub chapter membership's choice for Region I representative.

Each Chapter contact will be nominated and elected by majority vote the subchapter membership on a semiannual basis in a year opposite the election of the NISOA Region I Executive Board member (NISOA Liaison)

4.11 **Evidence of Authority.** A certificate by the clerk or secretary or an assistant or temporary clerk or secretary as to any matter relative to the Articles of Organization, By-Laws, records of the proceeding of the Incorporator, Board of Directors, or any committee of the Board of Directors, as to any action take by any person or persons as an officer or agent of the corporation, shall as to all persons who rely thereon in good faith, be conclusive evidence of the matters so certified.

Section 5. RESIGNATIONS, REMOVALS, SUSPENSION

Any director or officer may resign at any time by delivering his resignation in writing to the president, the treasurer or the clerk or to a meeting of the directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time. A director (including persons elected by directors to fill vacancies in the board) may be removed from office (a) with or without cause by the vote of a majority of directors or (b) with cause by the vote of a majority of the directors then in office. The directors may remove any officer elected by them then in office with or without cause by the vote of a majority of the directors subject to approval and ratification of the members. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him. No director or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no director or officer removed, shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise; unless in the case of a resignation, the directors, or in the case of a removal, the body acting on the removal, shall in their or its discretion provide for compensation.

The directors may censure or suspend any director, officer, member or agent for cause after giving such individual an opportunity to have a hearing before the entire Board of Directors. Censure, suspension or reinstatement shall require the affirmative vote of two thirds majority of the Board of Directors.

Section 6. VACANCIES

Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the directors by vote of a majority of the directors then in office subject to ratification and approval of the members. The directors shall elect a successor if the office of the president, vice president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office temporarily or for the unexpired term, and in the case of the president, vice president, treasurer and clerk, until his successor is chosen and qualified subject to the bylaws, or in each case until he sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 7. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the extent legally permissible, indemnify each of its directors and officers (including persons who serve at its request as directors, committee members, agents or appointees of directors, officers or trustees of another organization, or in any capacity with respect to any employee benefit plan) who have served at any time against all liabilities and expenses, including without limitation amounts paid in settlement payments, satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any threatened, pending or completed

action, suit or other proceeding, whether civil or criminal or investigative, in which he may be involved, while in office or thereafter, by reason of his being or having been such a director or officer, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation (any person serving another organization in one or more of the indicated capacities at the request of the corporation who shall have acted in good faith in the reasonable belief that his action was in the best interest of such other organization to be deemed as having acted in such manner with respect to the corporation) or, to the extent that such matter relates to service with respect to any employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however that as to any matter disposed of by a compromise payment by such director or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation. Expenses, including counsel fees, reasonably incurred by any director or officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such director or officer to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. As used in this section, the terms "director" and "officer": include the relevant individual's heirs, executors and administrators, and an "interested" director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this section shall affect any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise under law.

This section constitutes a contract between the corporation and all those who are indemnified. No amendment or repeal of the section which adversely affects the right of the those indemnified under this section shall apply with respect to the acts or omissions of such indemnified individual(s) that occurred any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such indemnified individual(s).

Section 8: MEMBERSHIP

8.1 Membership Qualifications

8.1.1 Qualifications

- a. Applicants for membership shall indicate their desire by contacting the local soccer chapter designated for their geographic area. .
- b. The applicant must be eighteen (18) years of age or older.
- c. Meet all the criteria as established for membership in NISOA

- d. The Applicant must submit documentation through the local chapter of his designated geographic area demonstrating he/she meets the criteria to become a member of NISOA which shall include at least three (3) years of officiating experience at the high school, equivalent level, or higher, including written confirmation of the game count as established by NISOA.
- e. Must be a member in good standing with a local soccer chapter that is a duly recognized sub chapter (local chapter) of NEISOA.
- f. Must successfully pass a written exam as published by NISOA at a level established by NISOA.
- g. The applicant must pay all associated and proper application fees.
- h. Must successfully pass two (2) field assessments within the first two (2) years.
- i. All applicants who complete A through F will be considered Probationary Members as set forth in Section 8.2 (b).

8.1.2 **Transfer:** An official who is an existing NISOA member and belongs to a chapter outside of NEISOA may become a member of NEISOA provided that he submits the completed NISOA member transfer form and complies with all policies of NISOA. All transfer officials are subject to approval by the Secretary-Treasurer, as well as all fees and dues in effect at the time of transfer.

8.2 Membership Status; this association shall be composed of all duly qualified and regularly approved members in good standing with this association.

- 1. Eligibility
 - a. All qualified individuals who are at least 18 years of age or older, have been a member in good standing with a recognized national soccer board for a period of at least three (3) years are eligible to apply for membership in NEISOA.
- 2. Types of Membership
 - a. Active – All members who have successfully completed their probationary period are current with all dues and fines and are a member in good standing with a local soccer board within New England that is recognized by NEISOA. These members are eligible to hold office.
 - b. Probationary – Those members who are in good standing with a local soccer board within New England that is recognized by NEISOA, have satisfied the new member criteria as established by NISOA, have paid all proper application fees and met all other requirements of the examining committee. A member maybe probationary for up to two (2) years. These members are not eligible to hold office. In order to

transition from a probationary status to an Active status the member at a minimum must successfully complete two field assessments conducted by NISOA assessors during qualifying games as established by the Executive Board; one as a referee, and one as an assistant referee

- c. Inactive – Those members who wish to be excluded from consideration of game assignments for up to two (2) years may enter into inactive membership. The member must submit a written request to their local chapter delegates and be approved by the Executive Board. Upon return to active status, if after one (1) year, the member must pass the current NISOA written exam and successfully pass a field assessment. These members must remain in good standing with a local soccer board within New England that is recognized by NEISOA. These members are not eligible to hold office.
- d. Affiliate – Those members who register with NISOA as a local assessor, regional assessor or national assessor and are not an active or inactive member. These members must remain in good standing with a local soccer board within New England that is recognized by NEISOA. These members are not eligible to hold office.
- e. Associate – Those members who have been an active member in good standing for ten (10) or more years with NEISOA are eligible to become Associate members. These members may hold office, but are not eligible to actively referee and are not eligible to accept any game assignments. These members must remain in good standing with a local soccer board within New England that is recognized by NEISOA.
- f. Honorary – This membership may be accorded to persons who have distinguished themselves in the interests of soccer. An honorary member shall pay no dues and shall not have the right to hold office, to vote, or officiate collegiate games. Members in good standing of this association may nominate these individuals. Their names shall be submitted to the Executive Board along with any and all documentation to support their nomination. Such membership shall be determined by a majority vote of the Executive Board.

8.3 Duties and Conduct of Members

8.3.1 NEISOA Code of Ethics:

In addition to and in conjunction with the NISOA Code of Ethics which each member

Shall comply, all members are expected and will comply with NEISOA's ethical

Provisions which shall include that each member

- a. Shall always maintain the utmost respect for the game of soccer;
- b. Will conduct him/herself professionally and maintain the dignity of his/her position;
- c. Always honor contractual obligations;
- d. Endeavor to attend local chapter meetings and clinics to be more knowledgeable of the rules and how they shall be interpreted;
- e. Shall be loyal to my member officials and never knowingly permit or promote criticism of them;
- f. Shall be in good physical condition;
- g. Shall do his/her utmost to assist fellow official to better themselves;
- h. Consider it a privilege to be a member of NEISOA and will uphold the standards of that privilege at all times;

8.3.2 Membership in Good Standing

- a. All members to remain in good standing with the corporation shall comply with the NISOA Ethics Code, the Articles of Organization, the by-laws and other rules and regulations as determined from time to time by the Board of Directors (Executive Board).
- b. All members of this association are required to attend a MANDATORY rules interpretation clinic to be conducted annually prior to the beginning of the season at a location designated by the Executive Committee.
- c. All members are expected to attend the annual general meeting of the association.

8.3.3 Uniforms of Members Acting as Officials- All members when acting in the capacity of an official representing NEISOA/ NISOA shall dress in the prescribed uniform as established by NISOA and wear shoes that are predominately black, . All members are expected to have a complete set of whatever uniforms or combinations thereof, including cold weather outer garments, and officiating accessories as prescribed by NISOA. Shirts of the same color and style shall be alike for all officials and shall be in contrast to those worn by the competing teams.

8.4: Dues, Fines and Suspensions

1. The dues of this association for Active and Probationary members shall be as determined by the Executive Board.
2. The dues for Inactive, Affiliate and Associate members shall be ten dollars (\$10) annually payable on or before December 1st.
3. Any member who fails to pay dues on or before December 1 for the ensuing year shall remain in good standing for a twenty (20) day grace period until December 20th. The member will incur a fine of ten dollars (\$10) in addition

to the regular dues owed NEISOA. Failure to comply by December 20th will result in expulsion from NEISOA.

4. Failure to attend the MANDATORY rules interpretation clinic shall result in the member being fined. If cause for non-attendance is not reasonable, as determined by the Grievance Committee, the member would be assessed a fine as determined by the Executive Board.

Failure of the member to pay the fine for non-attendance shall result in the member being suspended

8.5: Discipline of Members NEISOA through its Executive Board, or its designee, after notice, shall have the right to censor, suspend or expel any member for failure to comply with Articles of Organization, By-Laws (Constitution) regulations, delinquency of dues and fines, non-compliance with these bylaws, or for any other conduct contrary to the good of the corporation or organization, or conclusively established to be contrary to the best interest of soccer. Members so disciplined have the right of appeal to the Executive Board.

8.6 Appeal of Disciplinary Action Any member disciplined shall have the right to appeal to the Executive Board any action concerning discipline. The member shall receive notice of the discipline by certified mail setting forth the specifics of the disciplinary action, including the provision(s) which have been violated, as well as notice in accordance with section 8.7. The Secretary-Treasurer must be notified in writing by the appellant member within twenty-one (21) days of receipt of the notice of such discipline that he/she wishes to appeal. The method of written appeal can be done in any manner which guarantees receipt of the appeal to the secretary treasurer.

8.7 Appeal Process- Any member suspended, expelled or disciplined shall have a right to a hearing before the Executive Board, or a designee of the Board, prior to the imposition of any sanction, unless in the best judgment of the Executive Board the alleged conduct of the member would bring the corporation in such disrepute for the member to remain in good standing, that for the good of the organization the member shall be placed on administrative leave until such time as a hearing can be held.. The member shall be given notice of the time and place of the hearing in writing. All hearings will be conducted in accordance with established administrative hearing procedures. The member will have the right to present evidence and witnesses before the Executive Board. Further, the member shall have the right to be represented and cross examine witnesses. The Executive Board shall, if necessary, designate a person who shall present evidence on behalf of the corporation to support the alleged violation(s) by the member. Prior to the hearing, the member and the corporation shall submit to the Executive Board the proposed evidence and witnesses it seeks to be considered by the board. The Executive Board shall keep a record of the proceeding and after submission of all the evidence, no later than 30 days after the hearing, provide a decision in writing to the member. If the member wishes to appeal the decision of the Executive Board any further appeal will be in accordance with NISOA's appeal procedures as set forth in the national policy manual.

8.8. Discipline Notice - When a member is suspended or expelled, the Secretary-Treasurer shall notify all concerned that such a member is no longer in good standing with NEISOA and may not officiate as a member of NEISOA. No member shall officiate knowingly with a suspended or expelled member.

Section 9. CORPORATE SEAL

The seal of the corporation shall, subject to alteration by the directors, consist of a flat-faced circular die with the word "Massachusetts", together with the name of the corporation and the year of its organization, cut or engraved thereon.

Section 10. CORPORATE RECORDS

The original, or attested copies of the Articles of Organization, By-Laws and records of all meetings of the Incorporators and Directors, committee meetings, shall be kept in Massachusetts at the principal office of its transfer agent or of its clerk or of its resident agent. Said copies and records need not be kept in the same office.

Section 11. EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the chairman of the board, if any, the president, a vice president or the treasurer, signing jointly, except as the directors may generally or in particular cases otherwise determine.

Section 12. FISCAL YEAR

The fiscal year of the corporation shall end on November 30.

Section 13. AMENDMENTS

These By-laws may be altered, amended or repealed at any annual, regular, or special meeting of the directors called for the purpose, of which the notice shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby, by vote of the directors, subject to approval and ratification by the members. These By-laws may also be altered, amended or repealed by vote of a majority of the directors then in office, except that the directors shall not take any action which provides for indemnification of directors nor any action to amend this Section 12, unless voted by an affirmative vote of all existing directors and officers, and except that the directors shall not take any action unless permitted by law. Further, the by-laws may be altered, amended or repealed at any annual meeting by a member of the corporation with:

1. An affirmative vote of two-thirds (2/3) of the votes cast by voting members present at the annual meeting subject to the following procedure:
 - a. Any member may propose changes to this constitution.
 - b. These changes must be submitted in writing, by certified mail with return receipt to the NEISOA Secretary-Treasurer no later than April 15th.
 - c. All proposed changes shall be reviewed by the By-Law (Constitution) Committee who shall make a recommendation regarding the proposed changes to the Executive Board.
 - d. The Secretary-Treasurer shall notify the membership of all proposed amendments via an electronic email and by posting such proposed amendments on the NEISOA website no later than 30 days prior to the annual meeting.
 - e. The amendment or change shall be submitted for approval at the annual business meeting and must be approved by 2/3 of the voting members present at the morning roll call of members.
 - f. All amendments that receive an affirmative vote of two-thirds of the votes cast shall take effect on December 1 of the year voted.

This writing shall be filed with the records of the meeting of Directors of the New England Intercollegiate Soccer Officials Association and for all purposes be treated as votes taken at a meeting.

CLERK, New England Intercollegiate Soccer Officials association