

**Constitution and By-Laws of Eastern Massachusetts Soccer Officials Association Incorporated
as of January 30, 2022**

**CONSTITUTION
&
BY LAWS
EASTERN MASSACHUSETTS
SOCCER
OFFICIALS ASSOCIATION, INCORPORATED**

www.emsoa.org

Revised January 30, 2022

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ARTICLE I: ORGANIZATION, NAME, PURPOSE AND APPLICATION

Section I: Name and Purpose

- A. The name of this organization is the Eastern Massachusetts Soccer Officials' Association Incorporated, hereafter referred to as the EMSOA. EMSOA is a Membership Organization and a Massachusetts Non-Profit Corporation organized under duly organized under MGL Chapter 156B. EMSOA is recognized as a 501(c) 6 organization by the U.S. Internal Revenue Service (IRS). EMSOA is an associate of Massachusetts Interscholastic Soccer Officials Association (MISOA)
- B. The purpose of the organization is:
1. To provide trained and capable officials to referee soccer matches at Massachusetts Interscholastic Athletic Association (MIAA) member schools under the rules of the National Federation of High Schools (NFHS) with modifications made by MIAA.
 2. To promote the uniform interpretation and administration of the rules of soccer by all member officials.
 3. To provide trained and capable officials to referee soccer matches at Massachusetts Interscholastic Athletic Association (MIAA) member schools under the rules of the National Federation of High Schools (NFHS) with modifications made by MIAA.

Section II: Location

- A. The principal office of the EMSOA in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

Section III: Corporation Seal

- A. The directors, hereafter referred to as the Board of Directors, may adopt and alter the seal of the Corporation.

Section IV: Fiscal Year

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- A. The fiscal year of the Corporation shall, unless otherwise decided by the Board of Directors, end on December 31 in each year.

ARTICLE II: MEMBERSHIP

Section I: Regular Membership and Dues

- A. Regular membership is open to anyone 18 years of age as of September 1st of the year for which membership is sought. All new applicants for membership, excepting those who seek membership under Paragraphs G, H and I (following) will be required to attend a 8-hour course of instruction (over a period of not less than three days), take and pass a written examination (passing grade of 80%), and participate in a field trial, as available. The Judiciary Committee must approve all elements of these requirements.
- B. Dues for the next fiscal year shall be payable annually on or before December 1st of the current year; this insures membership for the following season. If dues are NOT paid by January 1st, late fee will be assessed over and above the regular dues. The amount of the late fee will be set by the Executive Board and the amount will be posted on the EMSOA website. If dues are NOT paid by March 1st OF THE FOLLOWING YEAR, the member will be suspended. If the issue is corrected, the member will again be in Good Standing, but if it is not, the member will be recommended for expulsion. See Section III below for important definitions.

Dues shall be as follows:

- | | |
|--------------------------------|-----------------------------|
| 1. Active Membership: | Varsity Fee |
| 2. Inactive Membership: | Half of a Varsity Fee |
| 3. Executive Board Member: | Exempt |
| 4. Life Membership (active): | One-fourth of a Varsity Fee |
| 5. Life Membership (inactive): | Exempt |
| 6. Life Membership (retired): | Exempt |

- C. By acceptance of membership in the EMSOA, the individual pledges to be bound by the Association's Code of Ethics and rulings. Further, members agree that any violation of said rulings subjects them to suspension or expulsion from the Association.
- D. No persons will be allowed a testing date other than one set by the Judiciary Committee in conjunction with the local chapters.
- E. Members will be certified to the Massachusetts Interscholastic Athletic Association (MIAA) and the League Commissioners as qualified to officiate MIAA soccer games in accordance with the rules.

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- F. Members may only officiate a game under MIAA jurisdiction with another official who is a MIAA affiliated board member. If the member is uncertain about the status of the other official, a reasonable effort should be made to determine the other official's status.
- G. An official requesting transfer from a recognized local (MISOA) board must provide a letter of membership in good standing, which includes the type and number of years of experience. Transfers are subject to the review of the Executive Board. The candidate must pay all applicable dues.
- H. An official requesting transfer from an out of state Board must provide a letter of membership in good standing which includes the type and number of years of experience. The official must also qualify him/herself on rules specific to the MIAA with the EMSOA or Chapter interpreters. Transfers are subject to review and approval of the Executive Board. The candidate must pay all applicable dues.
- I. An official seeking membership who can show evidence from a legitimate (non-high school) soccer association of advanced membership (e.g. NISOA or USSF) may attain membership by attending a minimum 3-hour course of study and passing a written examination (passing grade of 80%) and participate in a field trial, as available. The focus of the course will be NFHS and MIAA rules and the dual system. The candidate must pay all applicable dues and testing fees. All of the above requirements must be met by the last day of August. All clinics will be approved by the Judiciary Committee and announced in advance. Determination of advanced membership under this paragraph will be made by the Judiciary Committee based on the experience level of the candidate for membership. A waiver from some or all of these requirements can be obtained by written request to the Executive Board. The Executive Board will decide on the appropriate requirements after consultation with the Interpreters and the Judiciary Committee. The decision of the Executive Board will be final.

Section II: Categories of Members

A. New Members

- 1. Must attend new member certification clinic in its entirety T
- 2. Must take and pass the certification test with a passing score of at least 80%.
- 3. Must complete payment of course fee, dues, etc. with Secretary/ Treasurer

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4. Must meet annual certification requirement as listed in Article II, Section III, Para. C, except for Para. C.2. Attendance at the Rules Interpretation meeting is recommended, but not required.
- B. Transfer and Advanced Experience New Members:
See Article II, Section I, Para. I above.
- C. Member's Annual Recertification Requirements
 1. Pay dues by December 31.
 2. Attend one session of the Rules Interpretation Meetings in its entirety
 3. Take and pass any required NFHS or CDC sponsored course, such as concussion course on-line. Print and bring the certificate to all games.
 4. Every member will take a refresher test and must have a passing score.
 5. Register with the MIAA (this includes a Background Check every three years).
- D. Code of Ethics: Members are expected to abide by the EMSOA Code of Ethics. Willful and deliberate breach of the articles will lead to suspension or expulsion
- E. Notification: Any member proposed for suspension or expulsion will receive written notice stating the reason for the proposed action. Said member will have an opportunity to contest the action in writing or in person, to the Appeals Committee. The notice from the member to contest the action must be sent within 30 days of the date of the notice of suspension or expulsion. If the action is appealed, a final written notice of the Appeals Committee's decision will be sent to the member.

Section III: Qualifications, Rules and Terms for Suspension or Expulsion from the Association.

- A. Failure to pay dues.
 1. Members will receive notice of non-payment of annual dues after December 1st of each season. A second notice will be sent after the following February 1st. Failure to respond, in writing, will result in termination of membership and does not require further notice.
- B. Failure to attend Mandatory Interpretation Meeting and/or regular Chapter Meetings.
- C. Willful and deliberate breach of articles listed in the EMSOA Code of Ethics.

D. Notification

1. Any member proposed for expulsion will receive advance written notice stating reason for the proposed expulsion (except for failure to pay dues, III.A.1). Said member will have an opportunity to contest the proposed expulsion in writing or in person, to the Appeals Committee. If the expulsion is appealed, a final written notice of the Committee's decision will be sent to the said member.

ARTICLE III: ORGANIZATIONAL STRUCTURE

Section I: Officers

- A. The officers shall consist of a PRESIDENT, VICE-PRESIDENT, SECRETARY/TREASURER, INTERPRETER and three (3) DIRECTORS OF DEVELOPMENT (one for each Chapter), and shall be elected by the delegates at the Annual Meeting.
- B. Officer's duties shall be those usually appertained to the respective office.
- C. Only members in good standing are eligible to hold office.
- D. Any vacancy of an office elected by the Annual Business Meeting which occurs during the year may be filled by the President until the next meeting of the Executive Board. At the next Executive Board meeting, the Board shall fill the position until the next Annual Business Meeting. The Annual Business Meeting shall fill the position for the remainder of the term of office.
- E. The PRESIDENT, VICE-PRESIDENT, and INTERPRETER will serve a two (2) year term. The SECRETARY/TREASURER and DIRECTORS OF DEVELOPMENT will serve a three (3) year terms. Terms of office shall begin at the conclusion of the Annual Business Meeting.
- F. The SECRETARY/TREASURER shall be paid for his/her services each year. The amount of payment may be changed from time to time as recommended by the Executive Board and voted by the delegates at the Annual Business Meeting.
- G. The INTERPRETER shall be paid an annual stipend for services rendered. The amount of payment may be changed from time to time as recommended by the Executive Board and voted by the delegates at the Annual Business Meeting. The INTERPRETER or CLINIC INSTRUCTOR shall administer the new

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member test. The test should come from the INTERPRETER and be the only one used by any clinicians regardless of location.

- H. There will be a DIRECTOR OF DEVELOPMENT in each local chapter (North, South, West and Other) who shall be selected from résumés submitted to Chapter Presidents and passed on to the Executive Board for recommendation to the Annual Business Meeting. A stipend will be paid for administration as approved by the Executive Board. It should be understood that field observations will not necessarily be done by the Director of Development for that Chapter but could be conducted by EMSOA members appointed by the Director of Development. The person that conducts the field observation would be paid for the field observation per the fee approved by the Executive Board.

Section II: Board of Directors

- A. The Board of Directors shall consist of the PRESIDENT, VICE-PRESIDENT, SECRETARY/TREASURER, and the Chapter President of any affiliated local chapter.
- B. The Board of Directors shall meet at least once per year and more often as necessary. A quorum shall consist of a simple majority.
- C. An EMSOA member may hold only one position on the Board of Directors
- D. The Board of Directors shall appoint the Parliamentarian to serve for a period stated by the Board of Directors.
- E. Any vacancy of a position filled by the Board of Directors may be filled by the President until the next Meeting of the Board of Directors.

Section III: The Executive Board

- A. The Executive Board shall consist of the members of the Board of Directors, the EMSOA Interpreter, the Directors of Development, the members of the Appeals Committee, the members of the Judiciary Committee, Chapter representatives (one representative/chapter who may also hold another chapter position), the members of the Financial Oversight and Audit Committee and the Parliamentarian.
- B. The Executive Board shall transact all routine business of the EMSOA and shall have the power, authority and responsibility to enforce these Bylaws.

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- C. The Executive Board may fine, suspend, sanction and/or expel any member for failing to fulfill his/her obligations as a member of the EMSOA. Appeal of such disciplinary action may be made to the Appeals Committee in accordance with these Bylaws.
- D. The Executive Board will meet as necessary, but not less than twice per year. A quorum shall consist of a simple majority.
- E. The Executive Board may hold a virtual meeting by electronic medium as needed. A quorum, consisting of a simple majority, must participate in the virtual meeting.
- F. The Secretary/Treasurer will provide minutes of the meeting to all Executive Board members not later than the next scheduled Executive Board meeting.
- G. The Executive Board will appoint one of its members to be a representative to MISOA for a two-year term.
- H. An EMSOA member may hold a maximum of two positions on the Executive Board. A person holding two positions receives only one vote on the Executive Board.

Section IV: Chapters

- A. The EMSOA may elect to charter smaller organizational groups, referred to as Chapters.
- B. Chapters may be chartered when there is a common purpose deemed by the Executive Board of the EMSOA to be of benefit to the EMSOA and its members (i.e., regional or geographical areas; or a category such as Tournament Officials, etc.).
- C. Each Chapter will elect a Chapter President, who will also become a voting member of the EMSOA Board of Directors. The length of the term of the Chapter President will be the same as the length of the term of the EMSOA President and Vice-President. Each Chapter will elect a Chapter Interpreter who will coordinate with the Interpreter of the EMSOA. The length of the term of the Chapter Interpreter will be the same as the length of the term of the EMSOA Interpreter.
- D. Chapters shall schedule membership meetings in cooperation and conjunction with the Executive Board.
- E. A budget item is appropriated annually by the Executive Board to each chapter for the express purpose of funding instructional clinics at Chapter regular

Season Meetings. The amount to be expended annually, by each Chapter with the express approval of the Chapter President. Funds may be used to fund training materials and to provide honoraria to Clinicians. The Clinicians must be approved by the Chapter President, the Chapter Interpreter, and the EMSOA Interpreter. Other Chapter expenses must be approved by the Executive Board.

Section V: Committees

A. The following standing committees shall be appointed by the PRESIDENT:

1. Judiciary Committee: The Judiciary Committee shall have six (6) members. Members shall be appointed to a two-year term. The six members of the Committee shall be appointed two (2) each by each Chapter President, for his/her respective Chapter, and the Chair shall be designated among them by the EMSOA president. All members of the Committee shall serve as members of the Executive Board.
2. Finance and Corporate Governance Committee: Members shall be appointed by the President to a two-year term. The Finance Oversight and Audit Committee shall have three (3) members. The two-year terms shall be staggered. The Committee is responsible for the Oversight, Audit, and Management of all matters of the Association which relate to Finance, Business, Insurance, Legal, Compliance, and Corporate Governance, and will advise the President, Vice-President, and the Board of Directors on all matters pertaining “thereto.”
3. Special Committees - as needed.
4. Appeals Committee - Comprised of three (3) past Presidents; Chairperson to be elected from within the committee.

B. The duties of the Judiciary Committee shall be as follows:

1. To prepare and administer the annual examination and to decide on the eligibility of all candidates for membership.
2. To consider any and all complaints by any member if the complaint is made in writing, investigate the complaint following its due process as stated in the EMSOA Policy and Procedures manual, and make recommendations to the Executive Board.

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3. To review the attendance report from the secretary / treasurer, investigate the absences of members following its due process policies and procedures manual, and make recommendations for disciplinary action when appropriate to the Executive Board.
- C. The duties of the Appeals Committee shall be as follows:
1. To consider appeals of members who have been disciplined by the Executive Board within 14 days of receipt thereof.
 2. To render a written decision within 14 days of consideration, and notify both the appellant and the Executive Board of said decision in writing.
 3. To keep and maintain records of appeals acted upon and dispositions rendered.
- D. The duties of the Finance Oversight and Audit Committee will be as follows.
1. To provide a review of Treasurer's Reports, monthly Bank statements, and Expenditures.
 2. To conduct an audit at the request of the Executive Board.

Section VI: Meetings

- A. All members are invited and encouraged to attend the Annual Business Meeting on a date and place called by the PRESIDENT after the conclusion of the regular season.
- B. The Annual Business Meeting is composed of delegates which will consist of 9 representatives from each Chapter in addition to the members of the Executive Board. These members will meet annually with the authority to conduct the business of the EMSOA.
- C. Every active member is **REQUIRED TO ATTEND TWO (2) MEETINGS** each year as follows.
 1. All members **ARE REQUIRED** to attend a mandatory Rules Interpretation Meeting held at various dates and locations at the beginning of the high school soccer season. A member who does not attend an Interpretation meeting will be suspended from membership. Suspended members cannot be offered or accept games. The suspension can be delayed if the member files an appeal. The Appeals Committee will recommend to the Executive Board that the member be excused, be fined an amount of one varsity fee,

or be suspended. The Executive Board will act on this recommendation in a timely manner and notify the member of the outcome.

2. There shall be two Chapter meetings each year, in addition to the Annual Interpretation Meeting.
 3. All Active Members are REQUIRED to attend one Chapter Meeting each year unless the member has provided the written request prior to the Chapter Meetings to the Secretary/Treasurer to be excused for a reasonable cause. Failure to attend at least one Chapter Meeting each year may result in such penalties as the Executive Board may determine to be appropriate. Removal from membership will be an appropriate penalty
- D. An Active Member NOT ATTENDING the REQUIRED MEETINGS may be SUSPENDED. Members who request to seek excuses from attending the mandatory Interpretation Meeting will be limited to a total of three (3) excused absences. Any requests beyond the three (3) absences limit will result in the member being REQUIRED to attend a regularly scheduled Chapter Rules Clinic in order to officiate that season.
- E. Special business meetings may be called by the PRESIDENT or upon written request of five (5) Active Members. Upon being called, the Secretary/Treasurer will inform all members of the Executive Board and all delegates of the time and location of the meeting. The special business meeting will be held not sooner than 7 calendar days after the announcement by the Secretary/Treasurer and not later than 45 calendar days after the announcement.
- F. Any member wishing to be excused from attending the required interpretation or chapter meetings shall send a written request to the Secretary/Treasurer including reasons for the request. The Executive Board will determine whether or not to excuse the member from attending.
- G. A quorum for a business meeting shall consist of twenty-five percent (25%) of the delegates.
- H. Chapter meetings will not be held on any religious or legal holiday.

Section VII: Order of Business

- A. The agenda for the Annual Meeting shall be as follows:
1. Reading of the Minutes
 2. Election of Officers; (if an election year)

3. EMSOA Interpreter's Report
4. Report of the Treasurer
5. Committee reports
6. Communications
7. Unfinished Business
8. New Business
9. Adjournment

Section VIII: Rules of Order

- A. Robert's Rules of Order shall be the authority for matters not covered in these Bylaws.

Section IX: Development

- A. The purpose of the EMSOA Development Program is to improve and upgrade the quality of officiating in our association by:
 1. Assisting the new official to learn the mechanics of officiating Massachusetts high school soccer
 2. Assisting all officials to work harmoniously as members of a referee team.
- B. Observations of referee teams will be scheduled and provided by the Directors of Development. Such observations may be assigned by a Director of Development to a veteran, experienced EMSOA referee.
- C. A high priority in assigning development observers will be to have each new member official observed at least once in his or her first season. This may be achieved either by an off-field observer, or by an on-field referee partner. The observer/official will give verbal feedback to the official regarding signals, mechanics, positioning, game control, and selection of calls.
- D. For any and all observations of an EMSOA Referee, the observer will send an electronic copy of the observation using the approved form to the appropriate Director of Development who will forward the electronic copy to each referee observed.
- E. Requests for an observation of a referee's work in order to improve their performance may be made by any EMSOA referee directly to the appropriate Director of Development.

- F. The EMSOA Executive Board may request a Director of Development to observe an official to improve their skills. Any official so designated will be notified by the appropriate Director of Referee Development. The official may choose the game to be observed. Commissioners wishing to have officials observed should make the request to the official who can then choose to access the system or not.
- G. Funding for the program will essentially be from the EMSOA as a service to its members.

Section X: Suspensions and Expulsions

- A. Any member who fails to pay dues by March 1st may be expelled from the EMSOA upon due notice.
- B. Members who fail to attend aforementioned prescribed meetings during the season will be subject to expulsion from the EMSOA.
- C. The Executive Board shall have the power to censure, suspend, or expel any member found guilty of misconduct. Any member so dealt with shall have the right to appeal such decisions to the Appeals Committee.
- D. Expelled or suspended members may exercise the appeal process upon receipt of such action within three (3) months and ONLY in writing.
- E. Members who have been expelled for failure to pay dues or for failure to attend required meetings and who were not successful in the appeal process may be reinstated ONLY by taking the annual examination and paying back dues and penalties.
- F. Members who resign from the EMSOA shall have the right to be considered for readmission upon the following conditions:
 - 1. Obtain prior approval by the Judiciary Committee.
 - 2. Payment of the current year's dues.
 - 3. Applications for readmission may be subject to successful completion of the annual examination at the discretion of the Executive Board.

Section XI: Amendments

- A. Amendment(s) of these Bylaws may be proposed by any active member in good standing.

- B. Proposed amendment(s) shall be submitted to the EMSOA Secretary/Treasurer, in writing, not later than July 15th each year. The proposed amendment with the Executive Board's recommendation(s) will be mailed to the delegates at least fourteen (14) days prior to the Annual Business Meeting, and shall be decided by the delegates at the Annual Business Meeting.
- C. To be approved a proposed amendment must obtain a two-thirds (2/3) vote of delegates present and voting.

ARTICLE IV: CODE OF ETHICS

Section I: The Code

A. An official shall:

1. Exhibit conduct that brings credit to the EMSOA, on and off the field of play.
2. Honor his/her obligations to the EMSOA, attend meetings, and strive to become more knowledgeable of soccer rules, interpretation, and application on the field of play, and the use of proper field mechanics.
3. Maintain the personal appearance and physical fitness required to properly carry out the duties of a soccer referee.
4. Not accept any assignment which may lead to a conflict of interest, real or apparent;
5. Honor any and all assignments accepted.
6. Demonstrate the honor and dignity of the avocation in all personal conduct and relations with the student-athletes, coaches, athletic directors, school administrators, colleagues, and the public; and refrain from acting or speaking in a manner considered profane, offensive, or demeaning to any individual regarding her/his race, ethnic origin, economic status, educational background, gender, sexual orientation or religion.

7. Make game decisions without personal bias and in a manner that ensures player safety and conformance with accepted rules as designated by the MIAA.
8. Not act in any way that is detrimental to the organization, including but not limited to:
 - any and all breach of conduct unbecoming a trusted soccer official;
 - any breach of conduct governed by civil and/or criminal statutes
 - and any other breach of conduct as determined by the findings of the Judiciary Committee;
9. Bear a great responsibility for engendering public confidence in sports.
10. Be free of obligation to any interest other than the impartial and fair judging of interscholastic soccer competitions.
11. Hold and maintain the basic tenets of officiating, which include history, integrity, neutrality, respect, sensitivity, professionalism, discretion and tactfulness.
12. Be punctual and professional in the fulfillment of all game assignments.
13. Work with each other and their state association in a constructive and cooperative manner.
14. Resist every temptation and outside pressure to use one's position as an official to benefit oneself.
15. Never participate in any form of illegal gambling on a sports contest, never gamble on any sporting event in which they have either a direct or indirect involvement, and never gamble on events involving high school athletics.
16. Not make false or misleading statements regarding their qualifications, rating, credentials, experience, training or competence.

17. Accept responsibility for all actions taken.
 18. Take reasonable steps to educate themselves in the recognition of emergency conditions that might arise during the course of competition.
 19. While enforcing the rules of play, remain aware of the inherent risk of injury that competition poses to student-athletes. They shall take appropriate action when finding conditions or situations that appear to be unreasonably dangerous.
- B. Penalties for any ethics violations may include warnings, fines, probation, suspension or even immediate termination. Such penalties will be recommended by the Judiciary Committee to the Executive Board upon completion of a hearing allowing for due process. The Executive Board will determine whether penalties will be imposed.

Section II: Uniforms

- A. The official uniform for EMSOA referees shall be set forth by the EMSOA Executive Board and identified in the Policy document.
- B. In the dual system of officiating, both officials must be dressed in similar uniforms.
- C. Current EMSOA membership badge must be worn centered on the left breast pocket.

Section III: Suggested Ethics for Schools regarding Game Assignments

- A. All EMSOA officials given less than one (1) school day notice of a regularly scheduled game cancellation should receive the FULL game fee for that contest from the school.

Section IV: Exceptions

- A. Inclement Weather - All EMSOA officials assigned to a regularly scheduled game should contact the HOME SCHOOL, DIRECTLY, at least TWO (2) HOURS prior to the scheduled starting time in order to determine the game status.

- B. Unusual Circumstances - such as strikes, work stoppages, fire, unplayable field conditions due to weather, etc. are to be considered on an individual basis with the prudent use of common sense and practicality.

ARTICLE V: MISCELLANEOUS

Section I: Execution of Papers

- A. Except as the Executive Board 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 in excess of \$1,000 made, accepted or endorsed by the organization shall be signed by the PRESIDENT, VICE-PRESIDENT, or SECRETARY/TREASURER.
- B. Before any financial obligation in excess of \$1,000 is executed, the executing official shall notify the PRESIDENT, VICE-PRESIDENT and SECRETARY/TREASURER at least 48 hours before the planned execution. If one of these officers objects to the execution, the execution shall not proceed until approved by the Board of Directors or the Executive Board

Section II: Personal Liability

- A. The members, Directors, and Officers of the Association shall not be personally liable for any debt, liability or obligation of the organization. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association for payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association, and each of the members hereby waives and agrees not to assert any and all claims against the Association for any injuries or harm which they suffer or incur as a result of or in connection with their membership in the Association.
- B. Any Officer or Director shall have no personal liability to the Association or to its members for monetary damages for breach of fiduciary duty as an Officer or Director notwithstanding any provision of law imposing such liability. This provision shall not, however, eliminate or limit the liability of an Officer or Director:

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1. For any breach of the Officer's or Director's duty of loyalty to the Association or its members.
 2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
 3. For any transaction from which the Officer or Director derived an improper personal benefit.
- C. This provision shall not eliminate the liability of an Officer or Director for any act or omission occurring prior to the effective date of these Bylaws. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Officer or Director of the Association for or with respect to any acts or omissions of such Officer or Director occurring prior to such amendment or repeal.

