

Eastern Massachusetts Soccer Officials' Association

Minutes of 2023 Annual Business Meeting

Sunday, January 28, 2024

Moose Lodge, North Reading & Virtually on Zoom

Present: In-person

(North Chapter) Keady Segel, Aldo Tramontozzi, Joe Loffredo, Mike Pittmann, Tom O'Connor, Bruce Anderson, Damian Jarrett, Martin Manuelian, Bruce Mackey

(West Chapter) Wayne Brown, Chris Browne, Denis Allen, John O'Halloran, Meghan Litten, Penny Maciejka-Hoene, Ian Glaude, Ron Yankum

(South Chapter) Maynard Sangster, Aggie Coleman, Rayan Tropeano

(Executive Board) David Roth, Ric Beaudoin, Frederick Rich, Doug Coutts, Tim Butler
Cherl Welsh, Jim Quinn, Jeff Cooper

Present: On Zoom

Ben Galvani, Sandro Araujo, Randy Ellis, Roger Stone, Sam Brewer, Tom Stagliano, Gerry Hogan, Juan Aguilar, Fred Corey, Jay Stevens, Tom Fletcher, Mike Pelletier, Juan Aguilar, Dennis Lyons, Ken Moore, David Barton, Jim Quinn

The meeting was started a few minutes after 1:00 pm. David Roth welcomed all those in attendance. He announced that he was turning the duties of presiding over the meeting to Time Butler.

The minutes of the 2022 Annual Business Meeting were not available and will be presented at a later Business Meeting.

ELECTION OF OFFICERS:

Election of President for 2024-2025: The name of Richard Beaudoin was placed in nomination. There followed a long discussion about where the meeting should be abandoned at this point because there is action by the Judiciary Committee based on a complaint about Richard Beaudoin from Roger Stone. After much discussion, a vote was taken to continue the meeting and skip this item. It was agreed that this meeting would not be adjourned on this date but would be suspended at the conclusion of other business and resumed at a later date. The date was tentatively set as March 10, 2024 when the Judiciary Committee had reported its recommendations to the Executive Board.

Election of Vice President for 2024-2025: The name of Doug Coutts was placed in nomination. No other nominations were made. Doug Coutts was elected by unanimous consent.

Election of Director of Development (North) for 2024 – 2026: The name of Mike Pelletier was placed in nomination. No other nominations were made. Mike Pelletier was elected by unanimous consent.

Election of Director of Development (South) for 2024 – 2026: The name of Larry Caldwell was placed in nomination. No other nominations were made. Larry Caldwell was elected by unanimous consent.

EMSOA Interpreter’s Report: Fred Corey reported that the first new member training session will be held in April on Zoom. During 2023, the attendance at the Rules Interpretation meeting increase significantly. There were 5 Rules meetings including 3 in-person meetings, one with Zoom included, and 2 virtual only meetings. EMSOA has been behind other high school sports officials’ organization in attendance at the Rules meetings.

Treasurer’s Report: Fred Rich showed a listing of the income and expenses categories for 2023 and some graphics to emphasize the numbers. The listing and graphics are attached to these minutes. Referee Development and Insurance are the largest costs. There is a deficit this year due to members paying a large share of 2023 dues in 2022 than some other years and a \$2500 fine from the IRS for filing the EMSOA financial statement (Form 990) late. An effort is being made to request that the fine be rescinded.

A report on the status of the EMSOA membership in 2023 compares to recent years is attached to these minutes. The total membership increased from 2022 by a small amount because almost as many old members dropped out as new members joined.

COMMITTEE REPORTS

Financial Oversight and Audit Committee Report: Roger Stone gave the report on behalf of the committee which includes himself, Wayne Brown and Ed Rae. EMSOA is a registered corporation with the state of Massachusetts and a non-profit registered with the Internal Revenue Service. The committee has been overseeing the finances of EMSOA since 2011. The most valuable asset of EMSOA is the membership. A major effort of 2023 was conducting an audit of the finances and procedures of EMSOA. The audit covered transactions, asset controls and operations of EMSOA in 2021 and 2022. One recommendation of the committee is that the financial and other records of EMSOA be stored on a commercial cloud service using a computer owned by EMSOA. Presently all these records are managed on the Secretary/ Treasurer’s personal computer and stored on a cloud service licensed to the Secretary/ Treasurer. The audit has found that the retention of documents related to disbursement of funds is inadequate. Not all past transactions have been documented with retained receipts and justifications. The committee recommends improvements in the procedures for documenting all transactions. A report of all the actions and findings of the audit were presented to the Executive

Board in the Fall of 2023.

The committee has recommended:

- 1) that a complete audit of EMSOA finances and procedure be done by a commercial, outside auditing firm.
- 2) that the office of Secretary/Treasurer be split into two offices – a Secretary and a Treasurer. This would facilitate improved risk management.
- 3) that an outside management firm be employed to train the members of the Executive Board in their duties and responsibilities. All members of the Executive Board need to understand that they have a fiduciary responsibility
- 4) that the Executive Board considered actions by certain members have not been consistent with the EMSOA By Laws and have been not in the best interest of EMSOA.

Judiciary Committee Report: There was no report at this time.

Appeals Committee Report: Cheryl reported that there had been two appeals related to the failure to attend the Rules Interpretation meeting. Both appeals were granted.

Referee Development Program:

(South) Larry Caldwell was not present.

(North) Mike Pelletier reported that observations of 52 different referees were made and written reports were made. One copy of each written report was sent to the referee and one was retained.

(West) Jim Livingston reported that 46 observations were completed.

MISOA Representative's Report: Jeff Cooper stated there was nothing to report.

MIAA Representative's Report: Ric Beaudoin stated that the next MIAA soccer committee meeting was scheduled to occur 2 days after this business meeting. The meeting would review the 2023 post season tournament games. Ric intended to recommend to the committee that 1) the number of games any one referee is assigned be limited. 2) officials who work a semi-final game not be assigned to the final game. 3) officials not be assigned to games in the same league they worked in during the regular season. One of the members recommended to Ric that more female referees be assigned post-season games.

Tom Stagliano, who is the President of MISOA, reminded those attending the meeting that soccer did not have a representative to MIAA until MISOA was formed about 20 years ago. Ric is the representative for all the soccer referee organizations in the state.

North Chapter President's Report: Keady Segel reported the North Chapter has 3 meetings at Gordon College in Wenham. Coaches were invited to give their perspective the referee's control of the games. Keady commended the assignors for encouraging the referees they assigned to attend the meetings. Keady will work toward having all referees in the North attend the Rules Interpretation meeting in 2024. Keady plans to have dates for the North Chapter meeting set not later than May 1 and recommends that the other Chapter Presidents do the same.

West Chapter President's Report: Wayne Brown reported that all the meetings in 2023 were held at the Sons of Italy building in Watertown. The meetings were well attended and better than in previous years.

South Chapter President's Report: Maynard Sangster reported that the chapter recruited and trained 20 new officials. The Hanover High School venue was lost due to their excessive requirement for insurance. The Duxbury High School was the only venue that could be found on short notice with reasonable requirement for EMSOA. Duxbury's location is inconvenient for many members. Other locations which are better centered on the South Chapter will be investigated for 2024. The chapter meetings were online for those who could not attend in-person.

COMMUNICATIONS: Frederick Rich stated that the communications with the IRS had been covered in the Treasurer's report.

UNFINISHED BUSINESS: None

NEW BUSINESS

Honoring members who have been members for 50+ years: For the first time, EMSOA is recognizing members who have been members for 50+ year. They are John Buckley, Ben Galvani, Tom Stagliano and Roy Condon. Each of these members will receive a clock with a commemorative inscription. The clocks were shown to those attending. EMSOA has created a Hall of Fame plaque and these four individuals will be the first names on the plaque. The plaque was shown to those attending the meeting.

Change to the By Laws: Chris Browne presented a revision to Section IV (Chapters) of Article III (Organizational Structure) of the By Laws. (The existing Section IV is reproduced in the appendix of these minutes.) The committee that has developed the recommended change was composed of Chris Browne, Jim Quinn, and Bill Carey which is attached to these minutes. The consideration of changes began at the start of the Fall 2023 season. Other sections of the By Laws were considered for changes but no other changes were recommended for this Annual Meeting due to time limitations.

The purpose of the proposal is to improve the structure of the chapters and to clarify the process for electing chapter officers. Comments from the floor express dissatisfaction with the removal in the proposal of Paragraph E of the existing By Laws. It was agreed without any objection to move the existing Paragraph E to Article III, Section IX (Development) as Paragraph H.

Approval of change of stipend for EMSOA Interpreter and Secretary/Treasurer: The Executive Board recommended that the compensation for the EMSOA Interpreter be raised from \$1550 per year to \$2000 per year and the compensation for the Secretary/Treasurer be raised from \$2300 to \$3000. The compensations were last changed in 2011. A question was asked if the EMSOA finances could support the increase. Roger Stone answered "yes." The change in compensation was passed with two abstentions and without any objections.

Separation of Secretary/Treasurer Position into two positions: Roger Stone made a motion to make the separation to be effective by August 1, 2024. He stated that the creation of stand-alone officer positions of Secretary and Treasurer would provide (a) a clear segregation of duties, (b) avoid any conflicts of interest and (c) adds a layer of proper financial risk management. The

position of Treasurer should require knowledge, expertise and execution experience in accounting, business, or finance. The motion was tabled.

Creation of a Boston Chapter: Chris Browne made a motion that the Annual Meeting approve the creation of a chapter for the City of Boston. It is anticipated that the initial membership of the Boston Chapter will be 30 referees. There was a lot of discussion it would be better to have a group of referees informally meet as a chapter and officially form the chapter later. The motion to create a Boston Chapter was approved. The chapter will come into existence after the end of this Annual Meeting (which is not occur on this date).

Presentation to the EMSOA President: A wrist-watch with EMSOA on it was presented to David Roth in appreciation of his two years of service as the EMSOA President.

Recess of Meeting: The meeting was recessed to a date to be announced later. Probably March 10, 2024.

I attest that these minutes represent a reasonably faithful record of the transactions of the portion of the 2023 EMSOA Annual Meeting that occurred on January 28, 2024

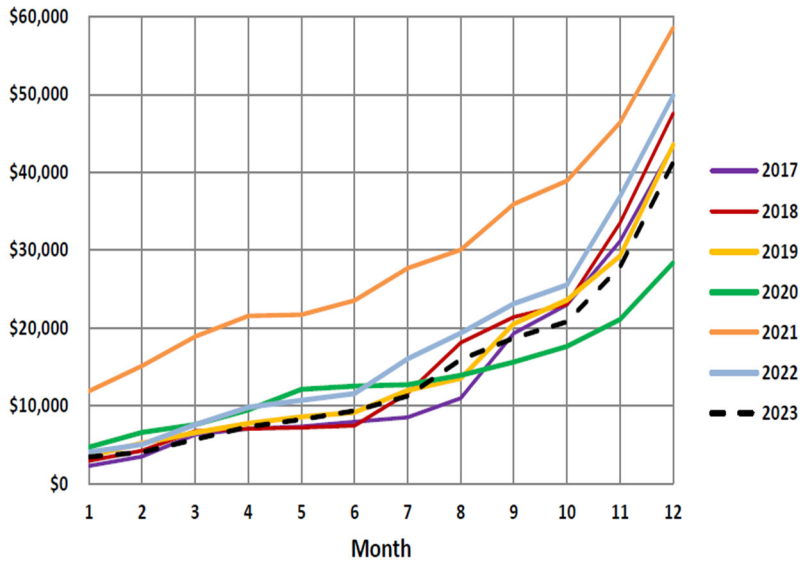
Frederick Rich, Secretary/Treasurer

Appendix

Treasurer's Report:

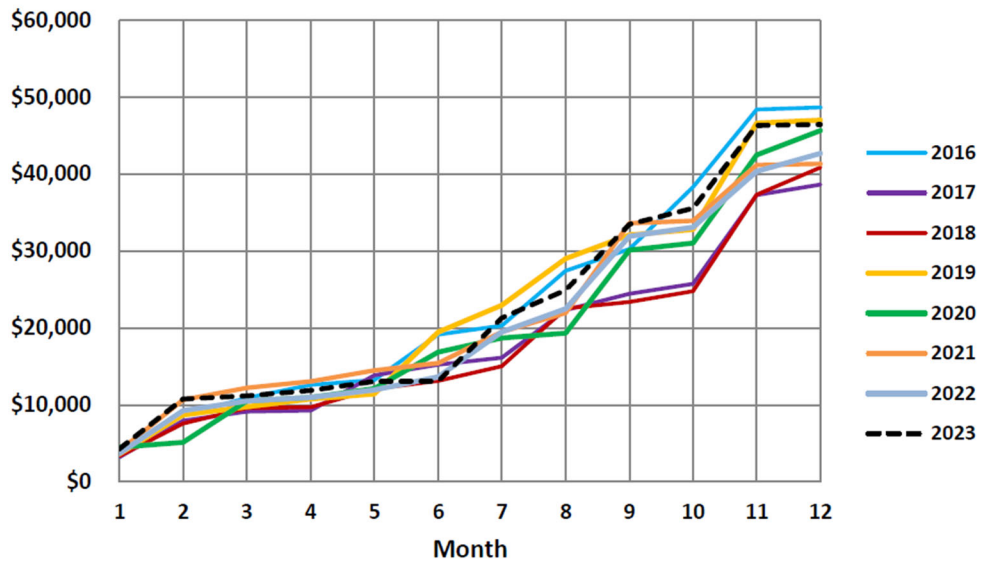
**2023
Income
\$41,293**

Cumulative 2023 Income at End of Month

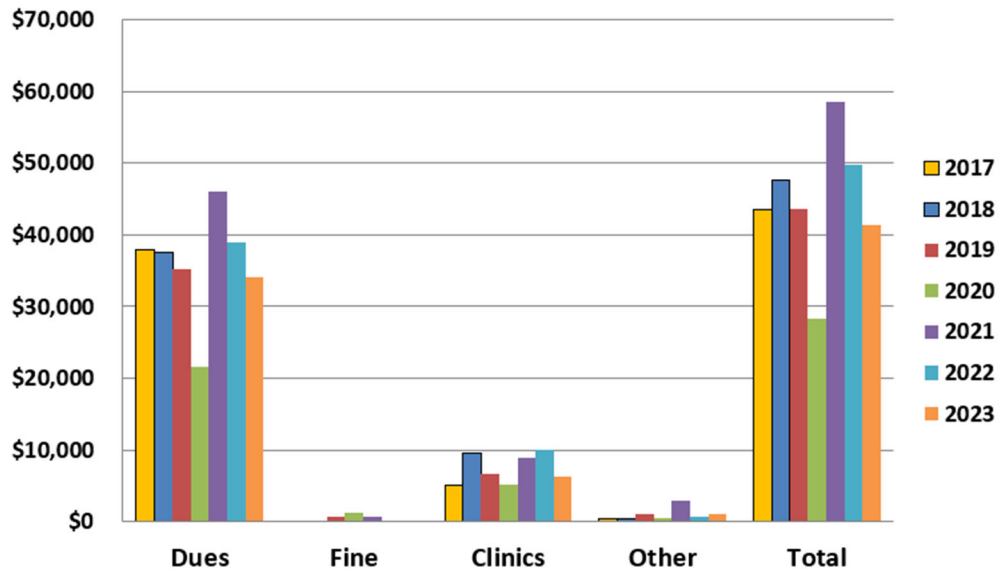


**2023
Expenses
\$46,389**

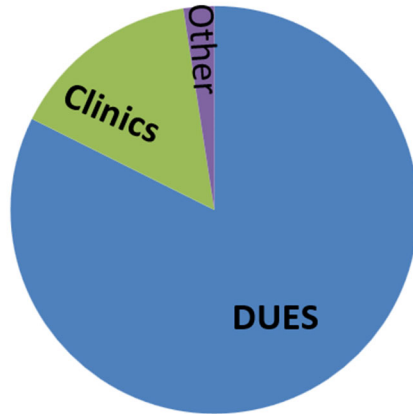
Cumulative Expenses at End of Month



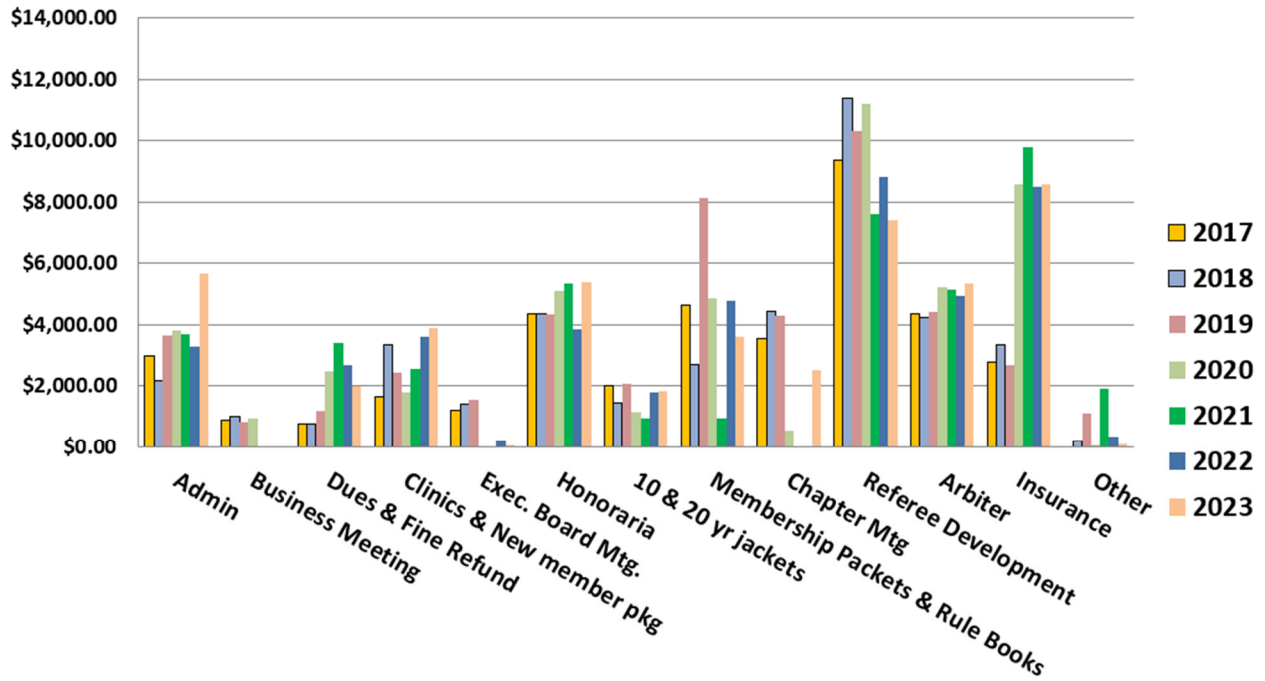
EMSOA 2017 - 2023 Income at End of Year



EMSOA 2023 Income



EMSOA 2017 - 2023 Expenses



Cumulative Income

| | |
|------------|----------|
| Dues | \$34,106 |
| Clinics | \$6,277 |
| Fines | \$0.00 |
| Investment | \$521 |
| Other | \$389 |

Total Income \$41,293

Cumulative Expenses

| | |
|-----------------------------|---------|
| Admin | \$5,672 |
| Business Meeting | \$0 |
| Dues Refund | \$2,085 |
| Clinic | \$3,878 |
| Exec. Board Meetings | \$76 |
| Honoraria | \$5,400 |
| 10 & 20 yr Jackets & awards | \$1,829 |
| Chapter Meetings | |
| North | \$875 |
| West | \$1,350 |
| South | \$309 |
| Referee Development | \$7,410 |
| Arbitrer | \$5,355 |
| Insurance | \$8,564 |
| Donations & Other | \$80 |
| Rulebooks | \$3,600 |

Total Expenses \$46,484

Membership Report

| As of | 01-Jan-24 | 01-Jan-23 | 01-Jan-22 |
|-------------------------|------------|------------|------------|
| Active Members | 481 | 474 | 478 |
| Inactive Members | 32 | 30 | 44 |
| Total Membership | 513 | 504 | 522 |
| Retired Life Members | 77 | 74 | 64 |

| | 2023 | 2022 | 2021 |
|------------------|------|------|------|
| New Member | 55 | 51 | 48 |
| New Life Members | 5 | 8 | 8 |

From the By Laws prior to this Annual Meeting

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.
-

Recommended change to the By Laws

Section IV: Chapters

- A. EMSOA shall maintain Chapters within its organization for certain limited purposes.
- B. A Chapter shall support the EMSOA Rules Interpreter's Member/Referee mandatory Rules Interpretation training in order to ensure that EMSOA meets its goals and obligations. Chapters will support the development of Referees through observations.
- C. Chapters shall reflect distinct geographic areas as defined by the Executive Board. Referees may attend mandatory meetings offered by any Chapter in order to meet the Referee's training requirement.
- D. Chapter Membership
 - a. Referees shall be assigned to a Chapter based on their residential address, unless they submit a request to EMSOA Secretary for assignment to a different Chapter no later than September 1st of the current year. Such a request may be submitted by mail or email and must be acknowledged by the EMSOA Secretary. Assignment to another Chapter is permanent until a subsequent request is made by the Referee.

- b. A referee, who is a member of EMSOA, but does not live in an area covered by EMSOA, should advise the EMSOA Secretary which Chapter the referee wants to belong to by September 1st.
 - c. Any request to change an assigned Chapter submitted after September 1st shall be rejected by the Secretary and the Referee advised to resubmit the request after January 1st of the following year.
 - d. No referee may vote in the election of more than one Chapter in any one calendar year. Any referee so doing, shall have all their votes nullified in that calendar year.
- E. Chapter Officers: Each Chapter elects a Chapter President, Chapter Vice-President and Chapter Rules Interpreter. Their responsibilities are as follows:
- a. Chapter President. To schedule and publicize all mandatory certification and training meetings in cooperation with the EMSOA Rules Interpreter. To support the EMSOA Secretary administration of Chapter elections and to attend EMSOA Board of Director Meetings as a voting member. The length of the term shall be the same as the term of the EMSOA President
 - b. Chapter Vice President. To assist the Chairperson and attend Executive Board Meetings as a voting member on behalf of the Chapter. The length of the term shall be the same as the term of the EMSOA President.
 - c. Chapter Rules Interpreter. To assist and support the work of the EMSOA Rules Interpreter. To help the EMSOA Rules Interpreter identify and train Referee Observers to support Chapter referees. The length of the term shall be the same as the EMSOA President.
- F. Chapter Elections:
- a. Each Chapter shall first notify its Referees that nominees are being sought for elected Chapter positions. The notice must be given in person, by mail or electronically by the EMSOA Secretary no later than September 15 of the calendar year in which the election is to be held. All nominees must be members of the Chapter. A Referee may only hold one elected position in their assigned Chapter.
 - b. The nomination period shall not be more than 14 days. Nominations should be made in writing to EMSOA's address of record or by email to the EMSOA Secretary. At the closure of the nomination period the EMSOA Secretary will transmit to Referees in each Chapter the ballot for each position with all nominees listed to be voted on. Voting for Chapter positions may be done in person, by mail or electronically. Each Chapter shall hold elections for designated positions no later than October 30th.
 - c. The results of the vote shall be shared with Chapter Members and EMSOA Board of Directors by the Secretary. The new Chairperson, Vice Chairperson and Chapter Rules Interpreter shall assume their roles after the first Annual Business meeting (hereafter "ABM) following their election.
- G. Chapter Vacancies
- a. If the Chapter President becomes unable to perform their duties, or resigns before their term is completed, the Vice President shall automatically assume all duties and

- responsibilities of the Chapter President for the remainder of the term. The Chapter President shall then appoint a new Vice President to serve out the remainder of the term.
- b. If the Vice President or Chapter Rules Interpreter becomes unable to perform their duties or resigns before their term is completed, the President shall appoint a replacement to serve out the remainder of the term.
- H. Should a new Chapter wish to form, the prospective Chapter should
- a. Select an Initial Leadership Team of Chapter President, Vice President and Chapter Rules Interpreter who shall serve their Referees upon approval of the Chapter at the Annual Business Meeting.
 - b. Solicit the approval from the elected members of all Chapters with Referees who would become part of the new Chapter.
 - c. If approved at the ABM, the new Chapter shall immediately become into effect.
 - d. Upon approval of the new Chapter, the Secretary shall notify by mail or email, all Referees living in the geographic area of the new Chapter of their right under Article III, Section IV, Paragraph D to change their preferred Chapter.
 - e. If the Chapter is approved, the Initial Leadership Team shall serve its Referees until the next scheduled election for Chapter Leaders whereupon it shall hold elections in accordance with Section IV, Paragraph F.
- I. Should it become necessary for a Chapter to be dissolved, following approval of the dissolution at the ABM, the Secretary shall reassign affected Referees to their new Chapter.
- J. Chapters shall locate suitable premises to administer mandatory Rules Interpretation training and elections. Contracts for rental may only be entered in accordance with policies established by EMSOA.
- K. EMSOA shall make available to each Chapter the ability to contact only its Referees by mail or email to conduct Chapter business.
- L. No Chapter meeting shall be scheduled to take place on any date conflicting with any State, Federal, or religious holiday. Any meeting scheduled to take place in person during a State of Emergency shall be moved to a remote setting if practical or rescheduled to another date.
- M. Chapters will appoint 9 delegates to represent them at the Annual Business Meeting