

13 December 2025

CONSTITUTION
&
BYLAWS

EASTERN MASSACHUSETTS SOCCER OFFICIALS'
ASSOCIATION INCORPORATED

emsoa.org

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ARTICLE I: ORGANIZATION

1. NAME AND PURPOSE

- A. The name of this organization is the Eastern Massachusetts Soccer Officials Association Incorporated, hereafter, EMSOA. EMSOA is a Massachusetts Non-Profit Corporation organized under provisions of Massachusetts General Laws Chapter 156B and is recognized as a 501(c) 6 organization by the U.S. Internal Revenue Service (IRS). EMSOA is a membership association.
- B. The purposes of the organization are:
 - a. To provide trained and qualified referees to officiate soccer matches at Massachusetts secondary schools in accordance with local league rules of competition, including but not limited to the rules of the National Federation of State High School Associations (NFHS) with modifications made by Massachusetts Interscholastic Athletic Association (MIAA).
 - b. To promote the uniform interpretation and application of the rules and laws of the sport of soccer by its member officials.
 - c. To support the continuing professional development of its members and to provide other benefits deemed necessary for the organization and its members in the course of operation including, but not limited to, liability insurance, secondary medical insurance, and database administration.

2. LOCATION

- A. The principal office of the EMSOA in the Commonwealth of Massachusetts shall initially be located at the place specified in the Articles of Organization. The Board of Directors (hereafter referred to as the Board of Directors, the Board, or the Directors) may change the location of the principal office in the Commonwealth of Massachusetts by filing a certificate with the Secretary of the Commonwealth as well as any notice to members as required by law.

3. CORPORATION SEAL

- A. The Board of Directors may adopt and alter the seal of the Corporation.

4. FISCAL YEAR

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

5. ROBERT’S RULES OF ORDER

- A. Except as otherwise provided by these Bylaws, all meetings of the Association shall be conducted in accordance with the latest authorized edition of Robert’s Rules of Order.

ARTICLE II: MEMBERSHIP AND DUES

1. MEMBERSHIP

A. Eligibility

- a. Membership is open to individuals 18 years of age as of the start of the high school soccer season (which historically is on or about September 1st) of the year for which membership is sought.
- b. EMSOA shall not accept for membership, nor allow participation by, any person who EMSOA becomes aware is under suspension by Massachusetts Youth Soccer or by any other Massachusetts soccer league or organization affiliated with Mass Youth Soccer or U.S. Youth Soccer. A clean MIAA background check will not override this disqualification.

B. Membership Categories

The Association has the following categories of membership:

- a. Active Member, defined in II.1.D below
- b. Inactive Member, defined in II.1.E below
- c. Life Member, defined in II.1.F below

C. Admission to Membership

Applicants for membership must complete an appropriate course of instruction as defined by EMSOA policy, which may include training, fees for initial training, fees for membership, and membership meeting, testing, and background screening requirements.

D. Active Member

As a condition for obtaining and maintaining active membership in the Association, members shall:

- a. Pay fees and other amounts due to the Association by deadlines set by the Board of Directors:

- b. Satisfy the annual training, meeting, testing, and background check requirements as set forth by the EMSOA policies:
- c. Comply with the Association's Code of Ethics, Bylaws, and Policies.

E. Inactive Member

Inactive membership is available to active members who wish to remain a part of the Association but not officiate soccer games. As a condition for obtaining inactive membership in the Association, members shall:

- a. Request inactive status in writing to the Secretary prior to the start of the high school season (which historically is on or about September 1st) in accordance with EMSOA policy. This request shall be made for each year that the member wishes to be inactive. The effective date of the request shall be the date communication is received by the Association, not the date the member sends or otherwise transmits the request:
- b. pay fees and other amounts due to the Association by deadlines set by the Board of Directors:
- c. comply with the Association's Code of Ethics, Bylaws, and Policies:
- d. comply with readmission guidelines set forth in EMSOA policy.

F. Life Member

Life Membership shall be considered the highest recognition conferred by the Association in recognition of lifetime contributions to the sport of high school soccer. The Board of Directors may nominate, and the membership may vote to approve at the Annual Business Meeting, a member for Life Membership.

- a. Members with service to EMSOA as a volunteer and/or elected officer may be considered for Life Membership after twenty (20) or more years of service. Additionally, the Board of Directors, at its discretion, may consider extenuating circumstances and may recommend a member who has not met the required years of service to be considered for Life Membership but has, in all other aspects, made a significant lifetime contribution toward advancing and promoting the sport of high school soccer and/or has acted in the best interest of the Association.
- b. Any member may recommend to the Board of Directors that an individual be nominated for Life Membership in the Association. A recommendation must be submitted to the Secretary at least thirty (30) days before the Annual Business Meeting at which the nomination may be considered.

- c. The Board is not obligated to make any nomination in any year. A majority vote of the membership at the Annual Business Meeting shall be required to grant Life Membership.
- d. A Life Member may exercise the same rights as an Active Member.

2. DUES AND FEES

- a. Each member shall pay the Association annual dues and/or fees. The Board of Directors shall establish deadlines for the payment of fees.
- b. The amounts for annual dues and/or fees shall be recommended by the Board of Directors, approved by the members at the Annual Business Meeting or Special Meeting as required (Article VII), and outlined in EMSOA policy.

3. SUSPENSION, FINES, AND TERMINATION

A member may be subject to discipline for reasons stated below in accordance with EMSOA policy:

- A. Failure to pay dues. A member failing to pay any fees due to the Association may be provided notice of delinquency and assessed a late fee. If those fees are not paid within thirty days after the date specified in the notice of delinquency, the member may be suspended from membership in the Association. Unless otherwise provided by the Board of Directors, failure to respond in writing to the notice of delinquency shall result in termination of the membership and does not require further notice.
- B. Failure to attend mandatory meetings and/or regular chapter meetings as set forth in EMSOA policy.
- C. Breaching the rules, policies, and provisions, as seen through a reasonable person standard, of the EMSOA Code of Ethics, where such a breach is material.
- D. The Board of Directors, at its sole discretion or as recommended by the Judiciary Committee, may impose disciplinary sanctions, require corrective action, suspend, fine, or terminate (or any combination thereof) the membership of any member if the Board of Directors determines that the member has not complied with the requirements of its membership in the Association. In accordance with EMSOA policy, the Board of Directors may act only after providing notice to the member and conducting a hearing at which the member may choose to present evidence in support of their position.

ARTICLE III: OFFICERS AND DECISION MAKING

1. GENERAL AUTHORITY

- A. The Association shall have a Board of Directors, who shall be selected through an open and democratic process. Except as otherwise specifically provided by the Articles of Organization, the Constitution, or these Bylaws, the Board of Directors shall have all governance, supervisory, and administrative authority of the Association. The Board of Directors, by majority vote of the Board members, shall establish the Association's policies, regulations, and procedures which shall be consistent with this Association's Articles of Organization, Constitution, or Bylaws.
- B. No member of the Board of Directors, or voting committee member, may receive any direct or indirect compensation, financial or otherwise, from the Association except for reimbursement of expenses or as authorized by the Board or otherwise stipulated in this Bylaws. A member of the Board with a financial interest in any matter under consideration by the Board shall abstain from deliberations and voting on such a matter.

2. QUALIFICATIONS

Members in good standing are eligible to hold office.

3. COMPOSITION

- A. The Board of Directors shall consist of the following members, with each member having one vote. The President shall be the deciding vote in the event of a tie:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. The Chairperson of each affiliated local chapter
- B. Based on the nomination process described in Section III.5 Election, the President, Vice President, Secretary, and Treasurer shall be elected at the Annual Business Meeting.

The Chairperson of each local affiliated chapter shall be elected at their respective chapter meeting to be held in the fall of each year, and their term shall begin upon election but not later than October 30th of the year

in which they were elected.

- C. An EMSOA member may hold only one position at a time on the Board of Directors.
- D. By mutual written agreement, the President, and any of the other elected officers, may temporarily assume each other's duties and responsibilities during the absence of one of these officers. Notification of this arrangement, including its reversal, must be posted on the EMSOA website and also be provided to the Board of Directors within 48 hours of the agreement or its termination. If the elected officer is not able to return to their position within sixty (60) days, the Board of Directors will appoint a replacement who will serve out the remainder of the term and be eligible for re-election

4. ELIGIBILITY

- A. All members in good standing are eligible for election.
- B. Officers are eligible for reelection.
- C. No person may serve more than 3 consecutive terms in a single office of the Board of Directors unless otherwise prescribed in these bylaws.

5. ELECTION

- A. To become a candidate for an elected office other than one held at the chapter level, a person must file for candidacy with the Secretary at least twenty-one (21) business days before the Annual Business Meeting at which the election will be held. Each candidate must submit to the Secretary their qualifications for the office for which they are requesting nomination and consent to those qualifications being shared with the members of the Association. Qualifications may consist of the resume, or similar, of the candidate which sets forth the candidate's applicable experience and/or a personal statement from the candidate which sets forth the candidate's reasons for seeking election.
- B. The slate of candidates for office shall accompany the notice of the Annual Business Meeting sent to the membership no less than fourteen (14) days prior to the Meeting. In the event of more than one person running for the same position, the person who gathers a majority of the votes cast will be named officer. In the event that there are more than two candidates, and no candidate receives a majority of the votes cast, the two candidates who received the most votes will participate in a runoff with the majority vote winner of the votes cast being named the officer.

6. TERMS AND TERM LIMITS

- A. The term of an officer or member of the Board of Directors elected to a full term at the Annual Business Meeting shall begin on May 1st following the election.

A person appointed or elected to fill a vacancy takes office immediately.

- B. All officers or Board of Directors members shall be elected for two (2) year terms, except for secretary and treasurer, who shall be elected for three (3) year terms.
- C. No officer or Board of Directors member may serve more than three full terms consecutively as a voting member of the Board of Directors.
- D. Any person subject to the term limits described in III.6.C above must complete a one-year break in service before becoming eligible to serve again as a voting member of the Board of Directors. Such subsequent selection restarts a term limit calculation for such an individual.
- E. If a qualified candidate to replace a person becoming subject to the term limits described in III.6. is not available above, an incumbent then serving in that position may serve for one additional year while the membership seeks a qualified candidate.

7. VACANCIES

A. ORDER OF SUCCESSION

- a. If a vacancy occurs in the office of President, the following order of succession applies:
 - 1. Vice President
 - 2. Appointee of the Board of Directors
- b. If a vacancy occurs in the office of the Vice-President, the President shall appoint a replacement with the approval of the Board of Directors.
- c. If a vacancy occurs in the office of the Secretary or Treasurer, the President shall appoint a replacement with the majority vote of the Board of Directors.

- d. If a vacancy occurs in the office of a Chapter Chairperson, their position on the Board of Directors shall be filled by the chapter Vice Chairperson. The election of a new Chapter Chairperson shall be left to the discretion of the Chapter Vice Chairperson.

B. TERMS OF A SUCCESSOR

A successor filling any vacancy described in section 7A above shall serve until the next Annual Business Meeting or until 120 days of such succession, whichever is sooner, at which time the members shall conduct an election for the remainder of any unexpired term.

8. RECALL AND REPRIMAND

- A. A member of the Board of Directors may be suspended by the Board for cause, after reasonable notice, hearing, and reasonable opportunity to present the member's case. Action to remove an elected member of the Board of Directors for cause may be initiated by any active member.
- C. The request must be submitted in writing to the Secretary and include the signatures of twenty-five (25) active members. An electronic document shall be considered writing. Suspension requires two-thirds vote of the other members of the Board of Directors. A member suspended by the Board of Directors will be suspended from all activities within the Association. The Board of Directors shall direct the membership to remove and replace the suspended member as soon as practicable, within 120 days of such removal or at the next Annual Business Meeting, whichever is sooner.

9. DUTIES AND RESPONSIBILITIES

In addition to their general duties and responsibilities as members of the Board of Directors, the specific duties and responsibilities of the members of the Board of Directors are as follows:

- A. The President shall:
 - a) Officially preside at all general meetings and Board of Directors meetings:
 - b) Be the official representative of EMSOA
 - c) advocate for EMSOA's purpose to internal and external stakeholders:
 - d) Be one of those to authorize payments, per EMSOA policy:

- e) Appoint members to serve on standing and special committees as provided for in these bylaws.
- B. The Vice President shall:
- a) Perform such duties and exercise such authority as may be assigned by the President:
 - b) Succeed to the office and powers of the President in that person's absence, or for the remainder of the term if the office is vacated for any reason.
- C. The Secretary shall:
- a) Keep detailed minutes of all Board of Directors meetings and general meetings:
 - b) Attend to recordkeeping and communications of the Board of Directors:
 - c) Attend to correspondence and recordkeeping pertaining to the general membership:
 - d) Support elections at the chapter level, as requested by the respective Chapter Chairpersons.
- D. The Treasurer shall:
- a) Have charge of the finances of EMSOA and shall report on the condition of the same at Board of Directors meetings and general meetings:
 - b) Submit a written report covering the prior year's activities at the first Board of Directors meeting of the new fiscal year:
 - c) Be one of those authorized to make payments and issue checks, per EMSOA policy:
 - d) Maintain accurate records and participate in tax and other audits as required by law or requested by the Board of Directors.
 - e) The Treasurer shall prepare and submit an annual budget for approval by the Board of Directors prior to the start of the fiscal year.

ARTICLE IV: STANDING AND SPECIAL COMMITTEES

1. GENERAL AUTHORITY

- A. The role of the Standing Committees is to help the Board of Directors accomplish its work in the most efficient way. Unless otherwise specified in these bylaws, members of the committees shall be elected by a fair and democratic process per EMSOA policy from within their local

affiliated chapters.

- B. Staggered terms shall be accomplished for any committee according to EMSOA policy.
- C. If no member puts forth their name for election to any Standing or Special Committee, the President may appoint members to serve on the respective Committee.

2. STANDING COMMITTEES

A. APPEALS COMMITTEE

The Appeals Committee shall:

- a. Consist of three members of EMSOA who are elected at the Annual Business Meeting:
- b. Serve for a term of two years:
- c. Be eligible for reelection:
- d. Elect a Chairperson from within the Committee:
- e. Consider appeals of members who have been disciplined by the Board of Directors within 14 days of receipt thereof:
- f. Render a written decision within 14 days of consideration, and notify both the appellant and the Board of Directors of said decision in writing:
- g. Keep and maintain records of appeals acted upon and dispositions rendered.

B. DEVELOPMENT COMMITTEE

The Development Committee shall:

- a. Consist of a Director of Development from each local affiliated chapter who is elected by their respective chapter membership:
- b. Serve for a term of three years:
- c. Be eligible for reelection:
- d. Elect a Chairperson from within the committee:
- e. Be responsible for overseeing the observations of field referees including but not limited to scheduling observations, gathering field reports, and submitting requests for stipend payments in accordance with EMSOA policy.

C. FINANCE, AUDIT, AND GOVERNANCE COMMITTEE

The Finance, Audit, and Governance Committee shall:

- a. Consist of five members who are elected at the Annual Business Meeting, ensuring representation of at least one member from every chapter:
- b. Serve for a term of three years. The terms of the members shall be staggered such that the terms of no more than one-third of the committee shall end in the same year unless a vacancy needs to be filled:
- c. Be eligible for reelection:
- d. Elect a Chairperson from within the committee:
- e. Provide oversight of all matters of the Association pertaining to finance, business, insurance, legal, compliance, and corporate governance:
- f. Provide oversight of the Association's accounting and financial reporting processes:
- g. Ensure compliance with legal requirements and ethical standards including the process for disclosure by Board of Directors members of conflicts of interest:
- h. Review the Treasurer's reports, monthly bank statements, and expenditures:
- i. Conduct an internal audit ("audit" as used here is a financial review in the legal sense) of the organization's finances.
- j. No member of the Finance, Audit and Governance Committee shall accept a stipend or payment from EMSOA in excess of an amount established by EMSOA policy.
- k. No individual who has signing authority over association financial accounts may concurrently serve as a member of the Finance, Audit and Governance Committee.

D. JUDICIARY COMMITTEE

The Judiciary Committee shall:

- a. Consist of up to two members from each local affiliated chapter who are elected by their respective chapter membership:

- b. Serve for a term of two years:
- c. Be eligible for reelection:
- d. Elect a Chairperson from within the committee:
- e. Consider any and all complaints made by any member if the complaint is made in writing:
- f. investigate the complaint following its due process in accordance with EMSOA policy, and make recommendations to the Board of Directors.
- f. If no member of a chapter puts forth their name for election, the respective Chapter Chairperson may appoint up to two members to serve on the Committee.

E. RULES INTERPRETATION COMMITTEE

- a. The Association shall have a Rules Interpreter who shall:
- b. Be elected at the Annual Business Meeting:
- c. Serve for a term of two years:
- d. Be eligible for reelection:
- e. Be the chairperson of the Rules Interpretation Committee:
- f. Oversee the instructors of the clinics who shall instruct classes and clinics for new and existing members in accordance with EMSOA policy.

F. THE RULES INTERPRETATION COMMITTEE:

The committee shall

- a. Consist of the EMSOA Rules Interpreter, and a Chapter Rules Interpreter for each local affiliated chapter who is appointed by their respective Chapter Chairperson, serves for a term of two years, and is eligible for reappointment,
- b. Be chaired by the EMSOA Rules Interpreter,
- c. Be responsible for interpreting the playing rules of the secondary school soccer matches officiated by the members of the Association including, but not limited to, the rules of the NFHS with modifications made by MIAA and disseminating that knowledge to the members of the Association,
- d. Be responsible for designing and implementing the course of instruction required for membership as defined by EMSOA policy.

3. SPECIAL COMMITTEES

The President, subject to approval of the Board of Directors, shall establish special committees and appoint their members. The President shall prescribe the responsibilities, specific objective(s), and term for each special committee as needed. Special committees shall report to the Board of Directors at least annually. Responsibilities, specific objective(s), and term for each special committee may be modified at any time by the President, subject to the approval of the Board of Directors.

ARTICLE V: COMMITTEE STIPENDS

The Board of Directors may recommend, and the members may vote to approve at the Annual Business meeting, a stipend for services rendered or to be rendered by certain members who provide specialized skills or extensive services to the Association. The Board of Directors is not obligated to recommend any stipend in any year, and the amount of any stipend may be changed from time to time if recommended by the Board of Directors and voted by the membership at the Annual Business Meeting. A schedule of stipends will be published annually and available by written request submitted to the Secretary.

ARTICLE VI: BOARD OF DIRECTORS' MEETINGS

1. MEETINGS

A. REGULAR BOARD OF DIRECTORS' MEETINGS

The Board of Directors shall hold meetings at quarterly or more often as necessary.

B. SPECIAL BOARD OF DIRECTORS' MEETINGS

A special meeting of the Board of Directors shall be held at the direction of the President or upon written request by at least three (3) members of the Board of Directors to be delivered to the Secretary. The Secretary shall provide notice of a special meeting to Board of Directors members as soon as practicable and the special meeting must be held within thirty (30) days after receipt of the request by the Secretary, together with the proposed agenda for the special meeting.

2. NOTICE OF MEETINGS

Written notice of each regular meeting of the Board of Directors shall be provided by the Secretary to all members of the Board of Directors at least

ten (10) business days before such meeting, together with the proposed agenda for the meeting.

3. ACTION AT MEETINGS

- A. A quorum consists of a simple majority of the voting members of the Board of Directors. Matters shall be decided by a vote of the majority of the Directors present at any meeting duly called.
- B. A member of the Board of Directors may participate in a Board of Directors meeting by electronic communications or other means as long as all members participating in the meeting are able to hear each other at the same time. Participation by such means shall be deemed presence in person at the meeting.
- C. A member of the Board of Directors may not vote by proxy. However, Chapter Chairpersons may designate their respective Chapter Vice Chairperson to attend a meeting of the Board of Directors and to vote in their place if the Chapter Chairperson is unable to attend said meeting. Each chapter may have only one vote total at any Board of Directors meeting.

4. ACTION WITHOUT MEETING

The Board of Directors may take action without meeting, without prior notice, and without a vote provided that unanimous consent is obtained in writing from all members of the Board of Directors. The Secretary shall maintain a record and provide written notice to Board of Directors members of each action taken by the Board of Directors by written consent without a meeting.

5. MINUTES OF MEETINGS

Minutes of each Board of Directors meeting shall be posted on the Association's website within thirty (30) days after adoption.

ARTICLE VII: MEETINGS OF THE MEMBERSHIP

1. ANNUAL BUSINESS MEETING

A. DATE AND LOCATION

There shall be one Annual Business Meeting of the members per fiscal year, after the high school soccer season and prior to the start of the new high school soccer season.

The date, hour, and location of the meeting shall be designated by the

President but shall be between January 1st and March 31st of each year. A fully virtual/online meeting or hybrid meeting are acceptable locations provided all members may be heard.

No meeting shall be scheduled to take place on a date conflicting with any legal 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.

B. PURPOSE

The purpose of the Annual Business Meeting shall be to:

- a. elect members of the Board of Directors, officers, and other leadership positions:
- b. consider the financial and other reports of the Association:
- c. transact such business as may be properly brought forth before the meeting.

C. QUORUM

Provided that no less than 50% of the chapters are represented, and that there are 25 participants shall constitute a quorum for any Annual Business Meeting. All matters, unless required by law, the Articles of Organization or these bylaws, shall be decided by a majority of those members present and voting at a meeting at which a quorum is present. Regardless of the number of elected or appointed positions a member may hold within the Association, each member shall have only one vote per elected matter.

2. RULES INTERPRETATION MEETINGS OR SIMILAR

There shall be a Rules Interpretation Meeting(s) held at the beginning of the high school soccer season. This meeting(s) may be held on various dates and locations for the convenience of its members. Each meeting may be held only in-person, fully virtual (i.e., online) or hybrid (in-person and virtual). At least one of these meetings shall not be earlier than September 1st. Members shall attend these meetings in accordance with EMSOA policy.

3. CHAPTER MEETINGS

Chapter meetings shall be called in accordance with Section VIII of these bylaws.

4. SPECIAL MEETINGS OF THE MEMBERSHIP

Special meetings of the members of the Association shall be held whenever called by the President, or upon written request of twenty-five (25) Active

Members. Upon being called, the Secretary will inform all members of the Board of Directors and all members of the time and location of the meeting. The special business meeting will be held not sooner than seven (7) calendar days after the announcement by the Secretary and not later than forty-five (45) calendar days after the announcement.

5. NOTICE

- A. Notice of the time and location of optional meetings of the members, whether the annual business meeting or any special meeting, shall be sent via email to all members of the Association at least fourteen (14) days prior to said meeting.
- B. Notice of the time and location of mandatory meetings of the members as required by EMSOA policy, shall be sent via email to all members of the Association at least thirty (30) days prior to said meeting.

6. PRESENTATION OF AGENDA

The Secretary or President shall present a written agenda for the Annual Business Meeting to the Board of Directors and all members at least two weeks (14 days) in advance of the actual date of the meeting. Such notification shall include the meeting agenda, slate of officers and committee members for whom an election is required, and/or other information as applicable.

7. ADJOURNED MEETINGS AND NOTICE THEREOF

Any members' meetings, regular or special, may be adjourned from time to time by a vote of the majority of the members present, in person or virtual. When any members' meeting is so adjourned, no notice of adjournment needs to be given unless the adjournment shall be for a period in excess of thirty (30) days.

ARTICLE VIII: CHAPTERS AND CHAPTER LEADERSHIP

EMSOA may elect to charter smaller organizational groups, referred to as local affiliated chapters.

1. PURPOSE

Chapters may be chartered when there is a common purpose deemed by the Board of Directors to benefit the Association and its members (e.g., regional or geographical areas, or a category such as Tournament Officials, etc.). Chapters shall support the training and development of members. Establishment of new chapters shall be recommended by the Board of Directors and voted on by the

membership.

2. LOCATION AND MEMBERSHIP

- A. Chapters shall reflect distinct geographic areas as defined by the Board of Directors and voted on by the membership.
- B. Members shall be assigned to a chapter based on their residential address. A member may request assignment to a different chapter by submitting a written request, via USPS mail or email, to the EMSOA Secretary prior to the start of the high school season (which historically is on or about September 1st). Assignment to another chapter is permanent until a subsequent request is made in writing by the member. A member may request one reassignment per fiscal year. The effective date of the request shall be the date the communication is received by the Association, not the date the member sends or otherwise transmits the request. Members may be reassigned to another chapter if a chapter dissolves or if geographic areas are redefined by EMSOA policy.
- C. Members may attend meetings offered by any chapter, regardless of their assigned chapter, in order to meet membership requirements outlined in EMSOA policy. However, members may vote only in the chapter election to which they are assigned. Members voting in a chapter election other than their assigned chapter will have their vote nullified for that election.

3. CHAPTER GENERAL AUTHORITY AND RESPONSIBILITY

Each chapter shall have a Chapter Leadership Board who shall be selected by the chapter members through an open and democratic process unless otherwise provided in these bylaws.

4. COMPOSITION OF CHAPTER LEADERSHIP

The Chapter Leadership Board shall consist of the following members who are either elected or appointed, as provided in these bylaws:

- a) Chapter Chairperson
- b) Chapter Vice Chairperson
- c) Chapter Director of Development
- d) Chapter Rules Interpreter

5. ELIGIBILITY FOR CHAPTER LEADERSHIP

Members in good standing are eligible to hold an elected or appointed chapter leadership position. A member must be assigned to the chapter in which they are serving in order to hold an elected leadership position. A Member may hold

an elected or appointed leadership position in only one chapter at a time.

A. ELIGIBILITY FOR CHAPTER LEADERSHIP

- B. Notice shall be given to all chapter members of record no later than thirty (30) days prior to the date of a chapter election that candidates are being sought for elected chapter positions. The date of notice shall be considered the start of the candidacy period, which shall run for at least fourteen (14) days from the notice date. All candidates or nominees must be assigned to the chapter in which they may potentially be elected.
- C. Candidates' names must be submitted in writing to EMSOA's address of record or by email to the EMSOA Secretary. At the closure of the candidacy period, and no less than fourteen (14) days prior to the election date, the EMSOA Secretary shall transmit a sample ballot to the members of each respective chapter.
- D. Voting for chapter positions may be done in person, by mail or electronically, and the method for conducting such elections shall be communicated to the assigned chapter members at the time of the distribution of the sample ballot.
- E. Each chapter shall hold elections for designated positions no later than October 30th.
- F. The results of the election(s) shall be shared with chapter members and Board of Directors by the Secretary. In the event of more than one person running for the same position, the person who gathers a majority of the votes cast will be named to the elected office. In the event that there are more than two candidates, and no candidate receives a majority of the votes cast, the two candidates who received the most votes will participate in a runoff with the majority vote winner of the votes cast being named to the elected office.

7. TERMS AND TERM LIMITS OF CHAPTER LEADERSHIP

- A. The terms of the Chapter Chairperson, Chapter Vice-Chairperson, and Chapter Rules Interpreter shall be the same length as the terms of the EMSOA President, Vice-President, and Rules Interpreter.
- B. Individuals are eligible for reelection to chapter leadership.
- C. No person may serve more than ten consecutive years as an elected or appointed leader of a chapter. Any person subject to this term limit must complete a one-calendar-year break in service before becoming eligible to serve again as an elected or appointed chapter leader. Such subsequent selection restarts a term limit calculation for that individual.

- D. If a qualified candidate to replace a person becomes subject to the term limits described in the above paragraph is not available to serve, an incumbent then serving in that position may serve for one additional year while the chapter membership seeks a qualified candidate.

8. VACANCIES, ORDER OF SUCCESSION

- A. If the Chapter Chairperson becomes unable to perform their duties, or resigns before their term is completed, the Vice Chairperson shall automatically assume all duties and responsibilities of the Chapter Chairperson for the remainder of the term. The new Chapter Chairperson may choose to appoint a replacement Vice Chairperson to serve out the remainder of the Vice Chairperson's term.
- B. If the Vice Chairperson or Chapter Rules Interpreter becomes unable to perform their duties or resigns before their term is completed, the Chapter Chairperson may appoint a replacement to serve out the remainder of the term.

9. DUTIES OF CHAPTER LEADERSHIP

- A. Chapter Chairperson
 - a. Schedule membership meetings in cooperation and conjunction with the Board of Directors and/or the Rules Interpretation Committee:
 - b. Oversee chapter elections:
 - c. Attend EMSOA Board of Directors Meetings as a voting member:
 - d. Direct any expenditures appropriated to the chapter through an approved budget for legitimate chapter business, including but not limited to the purpose of funding chapter meetings, chapter instructional clinics, and training materials.
- B. Chapter Vice Chairperson
 - a. Assist the Chapter Chairperson in the administration of their duties:
 - b. Attend Meetings of the Board of Directors should the Chapter Chairperson be unable to attend, and vote at said meeting as needed.
- C. Chapter Rules Interpreter
 - a. Serve as a member of the Rules Interpreting Committee and carry out those duties as described in these bylaws.
- D. Chapter Director of Development
 - Serve as a member of the Development Committee and carry out those

duties as described in these bylaws

10. CHAPTER MEETINGS

- A. Each Chapter shall hold at least one meeting per year and more often as necessary or as requested by the Board of Directors or the Rules Interpretation Committee.
- B. Chapters shall locate suitable premises to administer chapter meetings. Fully virtual/online meetings or hybrid meetings are considered acceptable.
- C. No chapter meeting shall be scheduled to take place on a 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.

ARTICLE X: MEMBER'S COMPLAINT AGAINST ASSOCIATION

1. A member may file a complaint against the Association alleging:

- A. The Association is violating the bylaws or policies of the Association:
- B. The Association is not adequately carrying out its responsibilities to its members as an Association:
- C. The Association is mismanaging membership funds.

2. A complaint against the Association must:

- A. contain specific allegations and be submitted in writing to the EMSOA Secretary,
- B. The EMSOA Secretary will forward the complaint to the Board of Directors within seven (7) business days.
- C. The Board of Directors shall review and may, at any time before an investigation has been initiated, dismiss any complaint deemed frivolous, vexatious, or made in bad faith.
 - a. If the complaint is dismissed under any of these grounds, the complainant may file an appeal to the Appeals committee within 30 days of the receipt of such dismissal, which shall have the authority to affirm the dismissal or reinstate the complaint.
- D. Decisions and rulings will be communicated to the complainant in writing.

ARTICLE XI: AMENDMENTS

1. Purpose

These bylaws should represent the wishes of the EMSOA membership. Therefore, a proposal to amend the Articles of Organization, By Laws, or policies of the Association may be made by any member.

2. Procedure

- A. Any proposed amendment shall be submitted to the EMSOA Secretary in writing at least 120 days before the Annual Business Meeting at which the proposal is to be considered. In extenuating cases, upon two-thirds ($\frac{2}{3}$) vote by the Board of Directors at a Regular or Special Meeting (Article VI) so called by the Board of Directors, an item not submitted within this timeline may be considered, so long as the amendment is submitted in writing.
- B. The Secretary shall provide the Board of Directors with each proposed amendment. The Board of Directors shall review and issue a written recommendation for each proposed amendment. A recommendation of the Board of Directors may include a majority and minority report.
- C. A proposed amendment to be considered at the Annual Business Meeting and the recommendation of the Board of Directors shall be sent to all members at least fourteen (14) business days before the Annual Business Meeting.
- D. Any amendment to these bylaws shall require a two-thirds ($\frac{2}{3}$) vote of the members present and voting at the Annual Business Meeting. Any amendment to the Association's Articles of Incorporation shall be adopted in conformity with the requirements of Massachusetts law. Any amendment to the policies of the Association may be made by the Board of Directors at a Regular or Special Board of Directors Meeting by a majority of those present and voting, provided they do not contravene the Association's Articles of Organization and these bylaws, and shall be binding upon all EMSOA members.

3. Effect Date

Unless otherwise provided, an amendment to these bylaws is effective within thirty (30) days after the Annual Business Meeting has voted to adopt the amendment. The thirty-day period may be waived by the majority vote of the Board of Directors in order to adopt an amendment prior to the thirty-day period.

