

BYLAWS
OF
WESTCHESTER-PUTNAM APPROVED SOCCER OFFICIALS ASSOCIATION, INC

(Amended and restated version adopted September 21, 2021)

ARTICLE I – NAME

The name of the corporation shall be “Westchester-Putnam Approved Soccer Officials Association, Inc.” and will be referred to herein as “WPASOA.”

ARTICLE II – AFFILIATIONS AND TERRITORY

WPASOA is an approved local board of the New York State Certified Officials of Soccer (referred to as “NYSCOS”).

Pursuant to a contract between NYSCOS and the New York State Public High School Athletic Association (“NYSPHSAA”), NYSCOS is the recognized organization of high school soccer referees and local organizations of high school referees within the State of New York.

The Southern Westchester Board of Cooperative Educational Services Center for Interscholastic Athletics (“BOCES”) assigns WPASOA Members to interscholastic soccer matches in Westchester, Putnam and nearby counties in New York.

The National Federation of High Schools (“NFHS”) publishes the rules for high school soccer, subject to adoption and permitted modifications by NYSPHSAA.

ARTICLE III - PURPOSE

Pursuant to its agreement with BOCES, WPASOA provides certified, qualified, approved and competent field officials to BOCES for assignment to schools operating interscholastic soccer programs at the junior and senior high school levels.

WPASOA also provides its Members with information concerning the administration of the rules of soccer, a uniform interpretation of the rules of the game, opportunities to study and improve the techniques of officiating soccer, and in general, encourages fair play and good sportsmanship among participants in the game of soccer.

ARTICLE IV – MEMBERSHIP

Membership in WPASOA shall be open to anyone who is at least sixteen (16) years of age, who supports its purposes, and who has successfully completed the NFHS Soccer Officials course administered by a approved NYSCOS local board.

To be a WPASOA member in good standing (“Member”), and entitled to all the rights and privileges of membership, a Member must meet all of the following requirements each year:

1. Receive a minimum grade of eighty (80%) percent (or such higher grade as may be established by NYSCOS for officials wishing to be considered for varsity assignments) on the annual rules exam administered by NFHS;
2. Pay annual dues, in an amount as may be set from time to time by the Board of Directors;
3. Pay any fines which may be assessed by the Board of Directors;
4. Provide evidence of having completed the NFHS Concussion Awareness Course, in either the current or preceding calendar year;
5. Attend an interpretation meeting hosted by WPASOA or another NYSCOS-approved local board;
6. Meet all of BOCES’ requirements to be eligible for assignment; and
7. Comply with any other requirements, rules and regulations established by the NYSPHSAA.

Membership may be refused, delayed, suspended or terminated in accordance with a determination of discipline under Article X or a determination by BOCES that the individual is no longer eligible for assignment.

The membership year is the calendar year.

ARTICLE V – MEMBER RESPONSIBILITIES

1. **Code of Ethics.** Members, while executing their duties, shall conduct themselves in accordance with the Officials Code of Ethics as published by NFHS and in such a manner so as not to bring WPASOA, or the game of soccer, into disrepute.
2. **Public Comments.** A Member shall not make any adverse comment(s), either written or oral, on the judgment of another official, or of the WPASOA, in a manner that is reasonably likely to be heard, read or viewed by a student-athlete, coach, athletic director or member of the general public.
3. **Meetings of Members.** In addition to the interpretation meeting required under Article IV, Members are required to attend the following meetings in each calendar year:
 - a) The exam review meeting;
 - b) The annual business meeting; and
 - c) Up to two (2) other meetings/clinics scheduled by the Board of Directors.

The annual business meeting shall be held on a date in October, as shall be set by the Board of Directors. A schedule of all meetings of Members shall be posted on the WPASOA website and shall also be emailed to the membership at least one

month prior to the first meeting. A Member unable to attend a given meeting may request to be excused. The Board of Directors shall have the authority to prescribe a procedure for requesting an excuse and to impose a fine upon a Member for unexcused absences from meetings.

4. **Format of meetings.** Membership meetings, including the annual business meeting, may be held in-person; remotely, by conference telephone, or similar communications equipment, or by electronic video screen communication that allows all individuals to hear each other, participate fully in all matters before the membership and have the ability to vote; or by a hybrid of in-person and remote. Members participating in any meeting, by such means, shall be deemed “present” at such meeting. The format of the meeting, shall be at the discretion of the Board of Directors, depending on circumstances, cost and available enabling technology.
5. **Quorum.** The presence of at least one-third (1/3) of Members at a meeting shall constitute a quorum. Once established, a quorum shall not be broken by the withdrawal or departure of any Member(s).
6. **Meeting Decorum.** At any meeting of the Members, Members are expected to behave in a positive and a respectful manner consistent with WPASOA’s purposes, topics of general interest to the membership and as recognized by the meeting chair. The Board of Directors shall have the authority to enforce this provision through appropriate means including, but not limited to, verbal warning, dismissal from the meeting and or fining the Member.

ARTICLE VI – WPASOA OBLIGATIONS TO BOCES

WPASOA advises BOCES as to:

1. Who is a Member of WPASOA;
2. The qualifications of a Member to referee different levels of matches; and
3. The performance of any Member on any written exam or other test authorized by NYSPHSAA.

Any such information will be communicated to individual Members before being shared with BOCES.

ARTICLE VII – BOARD OF DIRECTORS

1. **Management.** WPASOA shall be managed by the Board of Directors (Board), which shall consist of not more than (7) individuals, each of whom holds one or more of the following offices:
 - a) President,
 - b) 1st Vice President,

- c) 2nd Vice President,
- d) Secretary,
- e) Treasurer
- f) Rules interpreter, and
- g) Assistant rules interpreter.

Each officer/director shall be at least eighteen (18) years of age.

Each officer identified above shall serve as a director on the Board until the expiration of the term for which the officer is elected or appointed, and until a successor has been elected or appointed and qualified.

2. **Vacancies.** Vacancies occurring in the Board, for any reason, may be filled by a vote of a majority of the officers/directors then in office, provided that there are at least four individuals then in office. An appointment to fill a vacancy caused by resignation, death or removal shall be valid until the next annual business meeting of the Members, at which time the Members shall elect an officer to hold office for the remainder of the unexpired term of that office, if any, or to a new term.

If there are fewer than four Board members then serving, the President shall call for a special meeting of the Members for the purpose of electing officers to fill the unexpired terms of the vacant offices.

3. **Removal.** Any or all of the officers may be removed from office and the Board for cause by vote of the Members.

4. **Resignation.** An officer may resign at any time by giving written notice to the Board, the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Resignation by an officer shall also constitute a resignation from the Board.

5. **Quorum of Directors.** A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

6. **Action of the Board.** Unless otherwise required by law, the vote of a majority of the officers/directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each individual officer/director present shall have one vote. However, the President shall only vote in the event it is necessary to break a tie. For situations in which the President believes it important for every Board member to have an opportunity to vote and a meeting for such vote is not practical, the President may call for a vote to be taken by email. A successful proposition voted upon through email shall

require votes in favor of the proposition from a majority of those members of the Board voting or abstaining.

7. **Time and place of Board meetings.** The board may hold its meetings at such places, as it may from time to time determine, including by conference telephone or similar communications equipment or by electronic video screen communication that allows all individuals to hear each other and participate fully in all matters before the Board.

8. **Regular annual meeting** A regular annual meeting of the Board shall be held immediately following the annual business meeting of Members at the place of such annual business meeting of Members.

9. **Notice of meetings of the Board, adjournment**

- a. Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the officers and may be called by the President upon three days' notice to each officer either personally or by email or text-message. Special meetings may also be called by the President or by the Secretary in a like manner on written request of two officers. Notice of a meeting need not be given to any officer who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice.
- b. A majority of the officers present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all officers who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other officers.
- c. The officers may also act on individual items of business by email and/or text-message without the need for a formal meeting, as set forth above.

10. **Presiding officer.** At all meetings of the Board the chair/presiding officer, shall be, in order of precedence: the President, the 1st Vice President, or the 2nd Vice President.

11. **Compensation of Officers or Directors.**

- a. An officer of this corporation shall receive no financial compensation for services as an officer, but shall be reimbursed for any expense(s) reasonably incurred in the performance the duties of the office.

- b. Officers may be retained and compensated for administrative, instructional, assignment, assessment or mentoring services unrelated to their duties as officers or Board members on an independent contractor basis and/or receive reimbursement for reasonable expenses, provided that such assignments or expenses are defined by a scope of work, are reasonable terms of amount, are deemed to be in the best interests of WPASOA, and are ratified by the Board. An officer proposing to be compensated for such an arrangement may provide information about the proposal to other members of the Board, but may not otherwise participate in the discussion or decision on whether to authorize the expenditure.

ARTICLE VIII – OFFICERS

1. President

The President shall be the chief executive officer of the corporation and shall have the following duties:

- a. Presiding at all meetings of the Members and of the Board.
- b. General management of the affairs of WPASOA
- c. Seeing that all orders and resolutions of the Board are carried into effect.
- d. Being the chief representative of the corporation at all meetings with outside entities.
- e. Appointing all committees and task forces, and except for the Grievance and Nominations and Elections Committees, being an ex officio member of any such committee or task force
- f. The President may delegate any of these powers to one or more officers

At the discretion of the current President, an honorary position, titled “Immediate Past President”, may be created for the previous President. This position, with a one-year term, may be created only immediately following expiration of the previous President’s term. The role of the Immediate Past President shall be advisory to the Board. The Immediate Past President is not an officer of the Corporation and shall have no vote in any business placed before the Board. The Immediate Past President may be invited to participate in Board of Directors discussions by the President or in the case of the President’s absence, by the First Vice-President presiding over the meeting.

2. 1st and 2nd Vice Presidents

During the absence or disability of the President, the 1st Vice President, shall have all the powers and functions of the President. During the absence or disability of both the President and 1st Vice President, the 2nd Vice President shall have all the powers

and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

3. Treasurer

The Treasurer shall have the care and custody of all WPASOA's funds, and shall:

- a. Deposit said funds in WPASOA's name in such bank or trust company(ies) as the Board may elect;
- b. Sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board;
- c. Upon request of a Member, provide summary information about WPASOA's books and accounts within 10 days;
- d. Provide information and recommendations to the Board concerning WPASOA's financial status, dues and budget;
- e. Annually inform the membership of the current year's budget by the time of the exam review meeting
- f. Prepare, at the end of each year, a record of WPASOA's financial books for review and acceptance by the President and the Board;, and upon acceptance by the Board, present or distribute to the membership an annual report setting forth in full the financial conditions of the corporation.

4. Secretary

The Secretary shall:

- a) Keep the minutes of the Board and also the minutes of the Members;
- b) Have the custody of the seal of the corporation and shall affix and attest the same to any documents requiring the same, when duly authorized by the Board of Directors;
- c) Attend to the giving and serving of all notices of WPASOA;
- d) Have charge of such books and papers as the Board may direct;
- e) Attend to such correspondence as may be assigned; and perform all the duties incidental to the office;
- f) Keep a membership roll containing the names of all persons who are Members, showing their place of residence, email address, a record of their completion of the requirements for membership, as well as such other information as the Board, BOCES or NYSCOS may from time to time require.

5. Rules Interpreter

The Rules Interpreter shall:

- a) Interpret all rules changes presented by NFHS, NYSCOS or NYSPHSAA and shall describe and demonstrate said changes to the Members;
- b) Interpret any rule problem(s) presented by the Members or school served by WPASOA Members;

- c) Prepare, conduct and present clinics on pertinent topics to the membership;
- d) Conduct and supervise the training course for new officials;
- e) Have such other and further duties as may be assigned by the Board of Directors.

6. Assistant Rules Interpreter

The Assistant Rules Interpreter shall:

- a) Assist the Rules Interpreter in fulfilling the duties of the office;
- b) In the absence of the Rules Interpreter, perform the duties of the Rules Interpreter;
- c) Have such other and further duties as may be delegated by the Rules Interpreter or assigned by the Board.

7. Election of Officers

- a. The officers shall be elected directly by the Members. The term for officers shall be two (2) years and shall commence on the January 1st next following the annual business meeting of Members at which the officer was elected. Officers shall hold office for the term for which each was elected; or until the officer resigns, dies or is removed, if earlier.
- b. The election for 1st Vice President, Secretary and Rules Interpreter shall take place at the annual business meeting of Members in even-numbered years.
- c. The election for President, 2nd Vice President, Treasurer and Assistant Rules Interpreter shall take place in odd-numbered years.
- d. All Members shall be entitled to vote by proxy, under such procedures as may be adopted by the Board of Directors, in any election. Only Members may run for office.

8. Nominations

- a. All candidates for election shall be nominated at the meeting immediately preceding the annual business meeting of Members.
- b. Initially, the Nominations and Elections Committee shall present its slate of proposed candidates (whose nominations shall not need to be seconded in order to stand for election).
- c. Thereafter, nominations from the floor (which shall require a second) shall be accepted for any open office. Any candidate so nominated from the floor need not be physically present to accept the nomination, provided the candidate has previously submitted a written statement indicating a willingness to serve if elected.

- 9. **Contested elections.** In the event of a contested election for a particular office, each candidate for election thereto shall be entitled to address the membership, immediately prior to the election, regarding the candidates qualifications for the office sought and to answer any question(s) posed by the membership regarding the candidacy or qualifications. A candidate must exercise such right in person and shall not delegate the same to a surrogate.

10. Restrictions.

- a. No officer/Board member shall assign WPASOA Members to non-BOCES interscholastic soccer matches.
- b. Any two offices may be held by the same person, except that the President may not hold any other office.

ARTICLE IX – NOMINATIONS AND ELECTION COMMITTEE

The Nominations and Elections Committee shall be a standing committee appointed annually by the President and shall consist solely of Members who are not currently officers.

The Nominations and Elections Committee shall have the following responsibilities:

1. Developing a slate of proposed officer candidates under Article VIII.
2. Informing all candidates of the election procedures.
3. Managing any contested elections in accordance with policies adopted by the Board.
4. Supervising elections and any other votes of the membership in accordance with policies adopted by the Board
5. Informing the membership of the final results of any vote
6. Recommending policy additions or changes for Board consideration

ARTICLE X – GROUNDS FOR DISCIPLINE OF MEMBERS AND GRIEVANCE PROCEDURE

1. **General procedure.** Upon receipt of a validly-filed complaint against a Member, the President shall appoint a Grievance Committee consisting of three [3] Members, who are not currently officers, to investigate the merits of the complaint and to recommend the discipline, if any, to be imposed for a substantiated complaint. Upon the presentation of the committee's findings and recommendations, the Board (with the President having no vote in such particular determination) may accept or reduce (but may not increase) the proposed discipline.
2. **Grounds for discipline.** A Member may be disciplined for any of the following:
 - a) Violating the Officials Code of Ethics as published by the NFHS;
 - b) Conduct that brings WPASOA, or the game of soccer, into disrepute, whether on or off the field;
 - c) Making adverse comments, wither written or oral, on the judgment of another official, or of WPASOA as a whole, in a manner that is reasonably likely to be heard, read or viewed by a student-athlete, coach, athletic director or a member of the general public;

- d) Egregious behavior including, but not limited to, fighting and cursing; or
- e) Any other action(s) deemed by the Grievance Committee to be detrimental to the best interests of WPASOA, or which undermines the WPASOA's purposes.

3. Complaint and filing fee.

- a. Any complaint brought against a WPASOA Member by another Member must identify the complainant and be emailed (or signed and postmarked) within five (5) days of the alleged incident. The complaint, together with a processing fee of \$100.00 (payable to WPASOA) shall be forwarded to the President. Notice of the complaint shall be provided to the accused Member within five (5) days of its receipt by the President.
- b. The filing fee for grievances may be refunded in part or entirely depending upon the outcome of the grievance. Such determination shall be made by the Board.
- c. In addition, the Board may initiate a disciplinary process on its own initiative. In such cases, all the procedural requirements of this Article shall apply, except that there shall be no processing fee assessed.

4. Hearing.

- a. The Member shall have the right to a Grievance Committee hearing on any complaint. The request for such hearing must be made in writing, via email (or postmarked within three [3] days if sent via US Mail) within three (3) days of receipt of notice of the complaint.
- b. Absent good cause, a hearing must be conducted within fourteen (14) days of receipt of the request for a hearing. Both the complainant and the accused Member shall be entitled to attend the hearing. As such, they will be given written notice, via email, of the hearing date.
- c. If a Member does not request a hearing, via the procedure (and within the time frame) set forth above, the Member shall be deemed to have waived the right to a hearing and shall be, further, deemed to have accepted any and all disciplinary action which may be taken in response to the complaint. Any failure to comply with the terms of any discipline imposed under this Article shall result in a suspension of the Member.
- d. Rules of procedure and evidence normally followed in court proceedings (including, but not limited to, the right to be represented by legal counsel) shall not be applicable to hearings conducted under this Article.
- e. No appeal shall lie from a determination of the Grievance Committee.

- 5. Disposition of Complaint.** The Grievance Committee, in resolving a complaint, shall have the power to dismiss the complaint, recommend a warning, the imposition of a fine or suspension, or, in extreme cases, expulsion of a Member. The recommendation of a warning, monetary fine or a suspension of five (5) games or less shall require the affirmative vote of a majority of the Grievance Committee. A recommendation of a suspension of more than five (5) games or

expulsion of a Member shall require the unanimous vote of the Grievance Committee. In accepting the committee's recommended discipline, the Board shall be bound by similar vote requirements.

6. **Other bylaw or policy violations.** The Board has the power, without resorting to the grievance process, to levy fines against Members, or recommend that BOCES modify or rescind Members' game assignment schedules due to a member's failure to comply with the requirements contained in Article V (Member Responsibilities) of these bylaws, or a Member's failure to comply with Board policies.

ARTICLE XI – AMENDMENTS

1. **Administrative, etc. amendments.** The Board may make administrative, technical or editorial changes to these bylaws that do not affect Member rights, the composition of the Board, or the length of any officer's term of office. The Members shall be informed of any such change at the next regular meeting of the Members.
2. **Other amendments** – All other amendments to these bylaws must be approved by a majority of Members present and voting at a Membership meeting. There shall be no proxy voting on proposed amendments.
3. **Proposed amendment.** Amendments may be proposed by any individual Member, group of Members or the Board. The entire package of amendments submitted by the same individual, group or the Board shall be considered a single "amendment" and voted on as a single unit.
4. **Timing.** Any proposed amendment must be submitted in written electronic form to the Secretary no later than October 1st immediately preceding the annual business meeting of the Members at which it will be voted on; or no later than four weeks before any other Membership meeting at which the amendment will be voted on. The Secretary shall post the proposed amendment on the WPASOA website and notify the Members of the proposed amendment at least ten days before the meeting at which the proposal will be voted on.

ARTICLE XII – CONSTRUCTION

These bylaws shall include by reference any matters for which New York Not-for-Profit Corporation Law specifies a default outcome, result or requirement and which are not otherwise addressed herein.

The Board shall have the authority to implement such policies and procedures appropriate to carry out the purposes of WPASOA and the terms of these bylaws.

The Board shall have the authority to interpret these bylaws and apply them to situations not explicitly covered.