

**THE INTERCOLLEGIATE SOCCER OFFICIALS' ASSOCIATION
OF NEW JERSEY, INC.**

A non-profit corporation to the State of New Jersey

BY-LAWS

ARTICLE I - NAME

Section 1. NAME: The name of this Corporation shall be The Inter-collegiate Soccer Officials' Association of New Jersey, Inc., a Not-For-Profit Corporation of the State of New Jersey, a member Chapter of the National Intercollegiate Officials' Association, Inc.

Section 2. OFFICE: The Corporation may have offices at such places as the Executive Board may from time to time determine. The Executive Board shall consist of the elected Corporation Officers (President, Vice-President and Secretary/Treasurer) and the Board of Directors (7).

ARTICLE II - PURPOSES

Section 1. PURPOSES: The purpose for which this Corporation is organized include, but are not limited to, the following:

- a. Further the interests of intercollegiate soccer officials;
- b. Maintain the highest standards of intercollegiate soccer officiating;
- c. Promote the welfare of intercollegiate soccer, its players, administrators, fans, the press and amateur soccer officials;
- d. Encourage the spirit of fair play and sportsmanship;
- e. Work with organizations and associations connected with the sport of soccer to further intercollegiate soccer and all persons involved with intercollegiate soccer;
- f. Provide educational programs to advance the skills of soccer officials;
- g. Work with sports administrators to provide qualified soccer officials to officiate intercollegiate soccer;
- h. Conduct programs to encourage public appreciation for the skill and professional competence of intercollegiate soccer officials;

ARTICLE III - MEMBERSHIP

Section 1. MEMBERSHIP: This Corporation shall be comprised of the following persons within the following classes of membership.

- a. Active: _____ Comprised of individuals who are duly qualified soccer officials who have complied with all the membership requirements of ISOA-NJ and NISOA who are in good standing and who officiate intercollegiate soccer.

- b. Inactive: _____ Comprised of individuals who were formerly duly qualified soccer officials who were in good standing when they ceased to be Active members and who now no longer officiate intercollegiate soccer.

- c. Affiliate: _____ Comprised of individuals or business entities who are not Active or Inactive Members, but who have a special interest in the purposes of this Corporation.

- d. Honorary: _____ Comprised of individuals upon whom this Corporation desires to confer such status according to criteria to be established by this corporation.

Section 2. QUALIFIED MEMBERSHIP: This Corporation may accept Individuals for membership pursuant to criteria to be established by this Corporation which criteria must be equal to or exceed the minimum requirements for membership in the NISOA, Inc. and such applications for membership shall be accepted or rejected by a majority vote of the Executive Board.

Section 3. REGISTRATION: Any members may resign by filing a written Resignation with the Secretary, which resignation shall be presented to the Executive Board by the Secretary at the first meeting after its receipt, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges previously accrued and unpaid prior to the receipt of such resignation.

Section 4. REINSTATEMENTS: Upon written request signed by a former Member and filed with the Secretary, the Executive Board may, by the Affirmative vote of a majority of the Executive Board, reinstate such former member to membership upon such terms as the Executive Board may deem appropriate.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. BUSINESS MEETINGS: The Corporation shall hold, at a minimum, one business meeting during the fiscal year. Special meetings of the members may be called from time to time by the Secretary at the request in writing of a majority of the Executive Board. Such a request for a special meeting shall state the purpose or purposes of the proposed meeting.

Section 2. NOTICE OF MEETINGS OF MEMBERS: Notification of a meeting of the members, stating the time, place and object, shall be mailed or emailed to each member at such email address listed on the Secretary-Treasurer's membership roster, no less than fourteen days before such meeting.

Section 3. VOTING: The presence of twenty-five percent of the active membership constitutes a quorum. A majority vote of such members where a quorum is present is necessary to make a decision except where some other number is required by law or by these By-Laws. Neither proxy voting nor mail voting is permitted.

Section 4. MEETING REQUIREMENTS: Each active member shall be required to attend and participate in an annual physical fitness test/rules interpretation meeting and one additional business meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1. GENERAL POWERS & DUTIES: The property, business and affairs of the Corporation shall be managed by its Board of Directors in conjunction with the Elected Corporation Officers, and the Board of Directors may exercise all such powers of the Corporation as are not by law,

or by the Articles of Incorporation or by these By-Laws, directed or required to be exercised by the members.

Section 2. COMPOSITION: The initial Board of Directors named in the Articles of Incorporation is composed of three Directors. The total number of Directors of the corporation shall be seven. Each Director shall hold office until his successor shall have been elected and qualified or until his death, resignation or removal.

Section 3. ELECTION OF DIRECTORS: Following the expiration of the terms set forth in Section 2 of these By-Laws, seven Directors will thereafter be elected by the active members of the Corporation as follows:

Three will be elected in even years; four will be elected in odd years.

Section 4. NOMINATIONS: The Nominating Committee shall communicate by mail or email to the active members at least thirty days before the annual business meeting the nomination(s) for each seat on the Board and/or Officers which is vacant or is about to expire.

Section 5. REMOVAL OF DIRECTORS: Any Director may be removed by a majority vote of the active members whenever in their judgement the best interest of the Corporation will be served thereby.

Section 6. RESIGNATIONS: Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. VACANCIES: Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of the Directors then in office at a regular meeting or a special meeting of the Board of Directors called for that purpose. Each Director so appointed to fill a vacancy shall hold office for the unexpired term of his predecessor, and each Director so appointed shall be appointed to hold office until the next election for members of the Board of Directors held next after his appointment or until his successor, if any, shall

have been elected and shall have qualified, or until his death, resignation or removal.

Section 8. REGULAR MEETINGS: The regular meeting of the Board of Directors with the Corporation Officers shall be held on such a date within ninety days of the end of this Corporation's fiscal year, as shall be fixed by the Board of Directors, at such time as may be designated in the notice of the meeting.

Section 9. SPECIAL MEETINGS: Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of a majority of the Directors. Special meetings of the Board of Directors may be held at such place as shall be specified in the call for such meeting.

Section 10. NOTICE OF SPECIAL MEETINGS: Notice of each special meeting shall be mailed or emailed by or at the direction of the Secretary to each Director, addressed to him at his residence or usual place of business, at least seven days before the day on which the meeting is to be held.

Notice may be waived in writing by the Director either before or after the meeting. Any meeting of the Board of Directors in conjunction with the Corporation Officers shall be a legal meeting without any notice having been given if all Directors shall be present, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors in conjunction with the Corporation Officers need to be specified in the notice or waiver of notice of such meeting.

Section 11. QUORUM: A majority of the initial Directors named in the Articles of Incorporation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors until such time as the total Board of Directors is elected. Following the election of the Board of Directors, a majority of the total number of Directors as at the time specified by the By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors in conjunction with the Corporation Officers. In the absence of a quorum, a majority of the Directors present may adjourn the

meeting to a day certain, and the Secretary shall give all absent Directors seven days notice of such adjourned date; then the Directors present, on such adjourned date, shall constitute a quorum for the purposes of conducting business, provided that in no event shall a quorum consist of less than one-third of the whole Board of Directors.

Section 12. INFORMAL ACTION: Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

Section 13. COMPENSATION OF DIRECTORS: Directors shall not receive any direct compensation from this Corporation for their service as Directors; this does not preclude any Director from serving the Corporation in any other capacity and receiving compensation in that capacity.

Section 14. RE-ELECTION: No member of the Board of Directors, who has served four consecutive terms, shall be eligible for re-election until at least one year shall have elapsed. Any Director who has filled a former Director's unexpired term shall be eligible to serve four consecutive terms in addition to the unexpired period.

Section 15. CHAIRMAN:.This section is deleted.

ARTICLE VI - OFFICERS

Section 1. ELECTED OFFICERS: The elected officers of this Corporation shall be a President, a Vice-President, a Secretary/Treasurer to be elected annually by the active members at the next business meeting. Each officer shall hold office until the next annual election of the officers or until death, resignation or removal prior thereto.

Section 2. QUALIFICATIONS FOR ELECTED OFFICERS: Only active members of the Corporation are eligible to be elected as officers.

Section 3. THE PRESIDENT: The President shall be the chief executive officer of the Corporation, and shall be responsible for all management functions. He shall have executive authority to see that all orders and resolutions of the Board of Directors are carried into effect, and, subject to the control vested in the Board of Directors by statute, by the Articles of Incorporation, or by these By-Laws, shall administer and be responsible for the overall management of the business affairs of the Corporation.

Section 4. SUBORDINATE OFFICERS: The Board of Directors may appoint such Assistant Secretary, Assistant Treasurers, Controller and other offices and such agents as the Board of Directors may determine, to hold office for such a period and with such authority and to perform such duties as the Board of Directors may from time to time determine.

Section 5. VICE PRESIDENT: There shall be one Vice President who shall be responsible for such duties as are individually assigned to him by the President.

Section 6. SECRETARY-TREASURER: The Secretary-Treasurer shall:

- a. Keep the minutes of the meeting of the regular members and of the Board of Directors;
- b. See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- c. Be custodian of the records and the seal of the Corporation and see that the seal or a facsimile or equivalent thereof is affixed to or reproduced on all documents, and execution of which on behalf of the Corporation under its seal is duly authorized;
- d. Have charge of membership records of the Corporation; and,
- e. In general, perform all duties incident to the office of Secretary, and such other duties as are provided by these By-Laws and from time to time assigned to him by the Board of Directors or by the President of the Corporation.
- f. Receive and be responsible for all funds of and securities owned or held by the Corporation and, in connection therewith, among other things; keep or cause to be kept full and accurate records to be deposited to the credit of the Corporation all money, funds and securities so received in such bank or other depository as the Board of Directors or an office designated by the Board of Directors may from time to time establish; and disburse or supervise the disbursement of the funds of the Corporation as may be properly authorized.
- g. Render to the Board of Directors at any meeting, when asked, financial and other appropriate records on the condition of the Corporation; and
- h. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors or by the President of the Corporation.

Section 7. ASSESSOR: The Assessor shall plan, organize and direct chapter assessment needs and related assignments.

Section 8. CLINICIAN: The Clinician shall hold meetings and clinics as a means of educating officials, coaches, players and others interested in the fundamentals of soccer officiating.

Section 9. INTERPRETER: The Interpreter shall advise and educate the membership as to the interpretation and application of the rules of the game and disseminate information regarding rule changes.

Section 10. CHAPTER ASSIGNOR: The Chapter Assignor is defined as one who is identified as such by the Corporation because he/she has met the criteria of agreeing to use only the Corporation membership to cover his/her contractually obligated games. He/she shall keep all Corporation membership up-to-date on vacancies and officiating opportunities.

Section 11. COMPENSATION OF OFFICERS: Elected officers shall not receive any direct compensation from this Corporation for their service as officers; this does not preclude any officer from serving the corporation in any other capacity and receiving compensation in that capacity.

Section 12. ELECTIONS: Election of the officers shall be held annually with all classes of members being given at least thirty days written notice of such election meeting and the candidates for each office.

Section 13. RE-ELECTION: No President or Vice President who has served ten consecutive terms in that particular office shall be eligible for election or re-election to such office until at least one year shall have elapsed. There shall be no such limitation upon the office of Secretary-Treasurer, who may continue to hold such elected office without limitation in term.

Section 14. BALLOTING: Balloting shall be by secret ballot by those active members in good standing present at the Annual Corporation Banquet. If a tie vote occurs, there shall be another secret ballot at a meeting to be held within four weeks of the Annual Corporation Banquet and to be called by the President with one week written notice to the active members, with the two members receiving the most votes in the first balloting included in this second balloting. If a tie vote results on this second balloting, the Board of Directors shall decide upon a President for the Corporation.

Section 15. RESIGNATION: Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 16. VACANCIES: Any vacancy occurring in any office shall be filled by a majority vote of the Directors. Each officer so appointed shall hold the office for the unexpired term of his predecessor and he shall be appointed to hold such office until the next election of officers or until successor, if any shall be similarly appointed or until his death, resignation or removal.

Section 17. GOOD STANDING: An active member in good standing is an active member who has met the meeting attendance requirements, timely paid the dues, passed the requisite tests, timely paid any fines, penalties and assessments, and has observed and complied with the By-Laws of this Corporation and all other requirements established by the ISOA-NJ and NISOA.

ARTICLE VII - SPECIAL AND STANDING COMMITTEES

Section 1. NOMINATING COMMITTEE: The President shall appoint a Nominating Committee and the Chairman of that Committee shall be a Director currently in office. The Nominating Committee shall invite suggestions from the membership of all classes for those offices which are vacant or about to expire, allowing at least thirty days for suggestions. The Nominating Committee shall then nominate candidates for the required offices of the Corporation as provided in these By-Laws and report such nominations to such membership at least thirty days before the annual business meeting.

Section 2. SPECIAL COMMITTEES: The President, with the approval of the Board of Directors, shall appoint such other committees, sub-committees or task forces as are necessary and which are not in conflict with other provisions of the By-Laws, and the duties of any such committees shall be prescribed by the President with the approval of the Board of Directors.

Section 3. JUDICIAL COMMITTEE: The President shall appoint three (3) members to serve as the Judicial Committee. This Committee shall hear and decide all charges brought against any member. The members shall serve for the same terms and pursuant to the same conditions as the other officers.

ARTICLE VIII - BOOK AND RECORDS

Section 1. LOCATION: The books, accounts and records of the Corporation may be kept at such place or places within the State of Incorporation as the Board of Directors may from time to time determine.

Section 2. INSPECTION: The books, accounts and records of the Corporation shall be open to inspection by any member of the Board of Directors at all times; and open to inspection by the active members at such times, and subject to such regulations as the Board of Directors may prescribe, except as otherwise provided by statute.

Section 3. CORPORATE SEAL: The Corporation shall have a corporate seal which shall be used as prescribed by the law of this State.

Section 4. FINANCIAL REVIEW: The accounts of the Corporation shall be reviewed not less than annually by a qualified person who shall be appointed by the President with the approval of the Board and who shall provide a report to the Board of Directors and which shall also be provided to the active members at the next annual meeting.

ARTICLE IX - DUES

Section 1. ANNUAL DUES: The members may determine from time to time the amount of initiation fee, if any, annual dues payable by the classes of members of the Corporation, the dates upon which payment is due and penalties for nonpayment or failure to pay in a timely fashion.

ARTICLE X - DISCIPLINE OF MEMBERS

Section 1. GROUNDS FOR DISCIPLINE: For failure to comply with these By-Laws, established authority or regulations of ISOA-NJ or NISOA or for delinquency in payment of authorized charges, fines, penalties or assessments, or for any other conduct conclusively established to be contrary to the best interests of the Corporation, a member may be fined, placed on probation or suspended from the Corporation for not more than one year, or may be expelled.

Section 2. NOTIFICATION OF CHARGES: A charged member shall receive a written notice by certified mail, return receipt requested, of the charges against him, indicating the alleged violation with specific reference to the ByLaws provisions, rule or regulation he allegedly violated, the specific alleged violative conduct, where and when the alleged violative conduct occurred and the person or entity who filed the charge. Such member shall also be provided at that time with copies of all documents related to the charges which may be used in prosecuting the charges. He shall also be referred to these By-Laws with respect to his procedural rights.

Section 3. RIGHT OF HEARING: A member charged with any violation shall have the right to be heard in person or by written statement made by him in his own defense before the Judicial Committee. Such right shall be afforded prior to the imposition of any fine, penalty or any other disciplinary action and a member may seek a personal hearing if this is requested by a member within fourteen (14) days of the date of written notification to him of a violation and if the request is made in writing to the member who sent the notification. At the hearing, the person or entity bringing the charges shall be present and both sides may present any information or documents. Each party may ask questions of the other party and the other party's witnesses. Legal counsel may be present and fully participate if the corporation is notified at least three days prior to the date of the hearing so it can have its legal counsel present. The hearing shall be audio tape recorded and all documents retained. A written decision shall be made and sent to both parties by certified mail, return receipt requested, within sixty days of the hearing date. A majority vote of the members of the Judicial Committee shall determine its decision.

Section 4. APPEAL: Any member suspended by the Judicial Committee shall have the right of appeal to the Executive Board by giving the Corporation President written notice within seven days of the receipt of the Judicial Committee's decision. The Executive Board shall decide the appeal on the record before the Judicial Committee and on its review of any further written arguments to be submitted by both parties and received by the President no later than fourteen days prior to the date set for oral argument. Notice of the date for oral argument shall be sent by the President no later than forty-five days before the date for oral argument. Legal counsel may participate. A written decision shall then be made by majority vote of the Executive Board and sent by certified mail, return receipt requested, within sixty days of the date on which oral argument was heard.

**ARTICLE XI - INDEMNIFICATION OF OFFICERS, DIRECTORS,
AND OTHERS SERVING IN A CORPORATE OR
COMMITTEE CAPACITY**

Section 1. CIVIL OR CRIMINAL PROCEEDING: The Corporation shall have the power to indemnify any member who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best

interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. NEGLIGENCE OR MISCONDUCT: The Corporation shall have the power to indemnify any member who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement. In its favor by reason of the fact that he is or was a director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such member shall have been adjudged to be liable for negligence or misconduct of the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. ATTORNEY'S FEES: To the extent that a director, officer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in defense of any claim, issue or matter, he shall be indemnified against expenses including attorney's fees, actually or reasonably incurred by him in connection therewith.

Section 4. DETERMINATION OF INDEMNIFICATION: Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific cast upon a determination that indemnification of the director, officer or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

- (a) By the Executive Board by a majority vote of a quorum

consisting of directors who were not parties to such action, suit or proceeding;

(b) If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Officers and Directors so directs, by independent legal counsel in a written opinion; or

(c) By the members.

Section 5. EARLY PAYMENT OF EXPENSES: Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the director, officer, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. INSURANCE: The Corporation shall have the power to purchase and maintain insurance on behalf of any member who is or was a director, officer, or agent of the Corporation, or is or was serving at the request of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Section.

Section 7. MISCELLANEOUS: The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action as to this official capacity and as to action in another capacity while holding such office, and shall continue as to a member who has ceased to be a director, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such member.

ARTICLE XII - MISCELLANEOUS PROVISIONS

Section 1. FISCAL YEAR: The fiscal year of the Corporation shall end on the 31 S day of December in each year.

Section 2. DEPOSITORIES: The Executive Board shall appoint banks, trust companies or other depositories in which shall be deposited from time to time the money or securities of the Corporation.

Section 3. CHECK DRAFTS AND NOTES: All checks, drafts or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents as shall from time to time be designated by resolution of the Executive Board.

Section 4. CONTRACTS AND OTHER INSTRUMENTS: Except as otherwise provided in the By-Laws, the Executive Board may authorize any officer, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 5. GIFTS: The Executive Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 6. STATUS OF MEMBERS: All members of the Corporation are independent contractors in their officiating capacities and not employees of the Corporation, or of any officer of the Corporation, or of any other person or entity for whom the members work as officials. All members of the Corporation recognize this status and understand that the Corporation, nor its officers are employers, and therefore, the members may not collect worker's compensation from the Corporation or any other person or entity for injuries sustained while officiating.

Section 7. LEGAL COUNSEL: The legal counsel to the Corporation will be appointed by the Executive Board by majority vote of the Executive Board as needed.

Section 8. AMENDMENT OF BY-LAWS: These By-Laws may be amended or repealed by a two-thirds vote of the active members in good standing present at any annual business meeting of the Corporation duly called and regularly held, notice of such proposed changes having been sent in writing to the active members thirty days before such meeting. Amendments may be proposed by the Executive Board on its own initiative, or upon petition of any twenty-five active members which shall be addressed and delivered to the Executive Board. All such proposed amendments shall be presented by the Executive Board to the active members with or without recommendation.

Section 9. ASSIGNMENTS: Members of ISOA-NJ shall not accept intercollegiate soccer officiating assignments except those assignments made by or through an individual or organization which has been endorsed by the Executive Board for the purpose of making game assignments.

Duly adopted September 7, 1987.

Revised February 19, 2002.

Revised December 2, 2007