

# EASTERN BOARD OF APPROVED SOCCER OFFICIALS ASSOCIATION, INC.

## BYLAWS

### I. Name

The name of the organization shall be the Eastern Board of Approved Soccer Officials Association, Inc., and shall be referred to herein as “EBASOA.” EBASOA is a not-for-profit corporation duly organized and existing pursuant to the laws of the State of New York.

### II. Affiliations

EBASOA shall be affiliated with New York State Certified Officials of Soccer, Inc. , a New York not-for-profit corporation (“NYSCOS”), as a member board. EBASOA shall operate in accordance with the policies and procedures set forth by the New York State Public High School Athletic Association (“NYSPHAA”).

### III. Territory

The territory of EBASOA shall be comprised of the area governed by the Section 2 Athletic Council of the NYSPHAA.

### IV. Purpose and Objectives of EBASOA

A. EBASOA exists to provide a unified soccer referee organization that provides certified, qualified, approved and competent soccer officials for junior and/or senior high schools operating soccer programs at the varsity and sub-varsity levels within the territory served by EBASOA.

B. The purpose of the organization will be accomplished by:

1. Training new officials to ensure fair and consistent officiating;
2. Providing certified officials the opportunity to update and improve their knowledge of the game of soccer and their officiating skills;
3. Interpreting current rules and officiating techniques for officials, coaches and players; and
4. Promoting a healthy atmosphere within which sporting events may occur.

### V. Membership

A. EBASOA shall recognize the following levels of membership.

1. Non-Varsity — A Non-Varsity Member shall:

- a. Pass the National Federation of State High School Association (“NFHS”) written examination;
  - b. Pay the required dues; and
  - c. Satisfy any other requirements reasonably set by the Membership Committee.
2. Varsity — A Varsity Member shall:
- a. Successfully complete a period of Non-Varsity status;
  - b. Meet the requirements of the Membership Committee for advancement to Varsity Status. Such requirements may include:
    - i. A minimum number of evaluations by other officials and/or coaches; or
    - ii. An assessment by an EBASOA assessor.
3. Inactive — An Inactive Member shall:
- a. Not officiate any game;
  - b. Pay an annual inactive fee of \$10.00; and
  - c. May not return to Varsity or Non-Varsity status (as appropriate) until he or she attends an interpretation meeting and passed a NFHS exam.
4. Honorary — Honorary Members shall:
- a. Be named and approved by the Executive Committee;
  - b. Pay no dues; and
  - c. Not officiate any game unless all requirements of Non-Varsity or Varsity Members have been satisfied for the year in which the Honorary Member officiates a game.
- B. The membership shall meet the following requirements:
1. Must satisfy the NYSPHAA “Five-Point Program” requirements;
  2. Must have passed the NFHS Soccer Rules Exam for the calendar year in which membership is sought;
  3. Must attend mandatory meetings, clinics, and rules interpretations;

4. Must meet all financial obligations set by EBASOA; and
5. Must be familiar with all requirements and obligations imposed on individual officials by the applicable contract between Section 2 Schools and the Officials.

C. Rules Applicable to Officiating Assignments.

1. Accepting Assignments.

- a. A member shall not be restricted from accepting assignments from other associations of officials (regardless of the sport).
- b. An assignment received from a different organization, however, shall never be a valid excuse for refusing to officiate a game for which an assignment has been accepted.
- c. A member shall not accept an assignment for any game within the assignment jurisdiction of EBASOA unless that assignment has been made by the EBASOA Assignor.

2. Obligations Regarding Assignments.

a. Availability for assignments.

- i. Member shall advise the Assignor of their availability for an upcoming season by the first of June prior to the season.
- ii. Changes in a member's availability must be provided to the Assignor at least twenty four (24) hours prior to the effective date of the change.

b. Turning back accepted assignments.

- i. A member may turn one assignment back to the Assignor without penalty per season subject to the following requirements:
  - (1) The assignment is returned at least seven (7) days prior to the date of the assignment; and
  - (2) The member remains obligated to pay the applicable assignor fee for the assignment that was returned.

ii. All other returned assignments are subject to the following:

(1) Payment of a fine to the Assignor;

(A) The amount of the fine shall be set by the Executive Board of EBASOA (the "Executive Board") prior to the start of the season;

(B) If the Executive Board shall fail to establish a fine for a particular season, the fine applicable to the prior season shall be applied;

(C) Such fine shall be in lieu of the assignor fee; and

(D) The Executive Board, but not the Assignor, shall have the authority to excuse a member that has turned one or more games back to the Assignor from payment of the fine.

(2) The Assignor shall have the right to refer any member turning back an assignment to the Executive Board for the commencement of disciplinary proceedings if the Assignor, in his or her sole discretion, determines that the member is turning back assignments in an inappropriate manner. Such inappropriate manner shall include, but not be limited to:

(A) Excessive number of games being turned back;

(B) Games being returned for inappropriate reasons (i.e., to officiate for a different organization); and/or

(C) Inadequate notice based on the circumstances (if a member must return an assignment, the assignment must be returned at the earliest possible time).

c. Confirmation of Assignments.

i. A member must confirm all assignments in accordance with the current contract between Section Schools and the Officials.

- ii. A member must confirm all assignments with all other Member(s) assigned to the game.
    - iii. Failure to confirm an assignment shall be considered an act for which the Executive Board may commence a disciplinary proceeding.
    - iv. No member of the Executive Board shall have any obligation to grieve, negotiate or take other similar action to assist a member to obtain a game fee to be paid for a game for which the member did not appropriately confirm his or her assignment.
  - d. A member may work with another official only if the official has been assigned to the game by the Assignor.
3. Solicitation of Assignments.
- a. No member may solicit an assignment request from any school.
  - b. In the event that a school official approaches a member about a particular game, the member must refer the school official to the athletic director of the school and advise the Assignor of the request. The Assignor retains the absolute right to assign the official that he or she determines is appropriate for the game in question.

D. Transfer of Membership.

A member of a different referee organization affiliated with or recognized by NYSCOS may transfer into EBASOA after submitting a letter from their previous organization documenting their officiating experience, and providing documentation of their current varsity/non-varsity status. A member transferring into EBASOA shall have the same status (i.e., varsity/non-varsity) as the member held in his or her previous organization.

E. Meetings.

- 1. The Annual Meeting.
  - a. EBASOA shall hold its Annual Meeting of its members the week immediately preceding the start of the sectional tournament on a day specified by the Executive Board.
  - b. The President shall preside over the Annual Meeting.
  - c. The membership shall elect the Officers of EBASOA (“Officer” or “Officers”) at the Annual Meeting as described in these Bylaws.

- d. The membership shall conduct such other business at its Annual Meeting as the Executive Board deems appropriate.
2. Other Meetings.
- a. The Executive Board shall schedule such additional meetings of the membership as it deems necessary for the following purposes:
    - i. Conduct such business as might arise between Annual Meetings; and
    - ii. Conduct such training and instruction in the rules of soccer and/or the practice of refereeing as the Executive Board deems appropriate.
  - b. To the extent practical, the Executive Board shall provide a schedule of all meetings of the membership for the calendar year to the membership at or before the June 1.
  - c. In the event that the Executive Board determines it is necessary to call a previously unscheduled meeting, the Secretary shall give notice to the membership at least thirty (30) days prior to the meeting.
  - d. A member may require the Executive Board to schedule a meeting upon presentation of a written request for such meeting stating the purpose of the meeting and having the signatures of at least 33% of the members.

## VI. Administration

### A. EBASOA shall have the following Officers:

- 1. President.
  - a. The President shall preside at all meetings.
  - b. The President shall develop the agenda for the Annual Meeting, special meetings, and meetings of the Executive Board and transmit such agenda to the Secretary/Treasurer in advance of any such meeting.
  - c. The President shall appoint all standing and ad-hoc committees subject to the approval of the Executive Board.
  - d. The President shall call special meetings of the membership and/or the Executive Board whenever necessary.

- e. The President shall appoint an audit of the expenditures when the President deems such audit necessary, however an audit must be performed at a minimum of at least once every two years.
- f. The President shall serve a term of two years commencing January 1 after the Annual Meeting in each even-numbered year.
- g. After the end of the President's term, he or she shall succeed to a two-year term as the Past President as described below.

2. First Vice President.

- a. The First Vice President shall preside at all meetings in the absence of the President.
- b. The First Vice President shall succeed the President for the remainder of the President's term in the following instances:
  - i. The President is unable or unwilling to continue his or her term to its conclusion; or
  - ii. The President is removed from the position of President by the membership pursuant to the terms of these bylaws.
- c. The First Vice President shall perform such tasks and assume such responsibility as reasonable assigned by the President.
- d. The First Vice President shall serve a term of two years commencing January 1 after the Annual Meeting in each even-numbered year.
- e. After the end of the First Vice President's term, he or she shall succeed to a two-year term as the President.

3. Second Vice President.

- a. The Second Vice President shall preside at all meetings of the Executive Board or the membership in the absence of the President and First Vice- President.
- b. The Second Vice President shall succeed the First Vice President for the remainder of the First Vice President's term in the following instances:
  - i. The First Vice President is unable or unwilling to continue his or her term to its conclusion;

- ii. The First Vice President is removed from the position of First Vice President pursuant to these bylaws; or
    - iii. The First Vice President assumes the office of President pursuant to Section VI (A) (2) (b).
  - c. The second Vice President shall collect the information necessary to determine whether the members have satisfied the requirements of Section V (B).
  - d. The Second Vice President shall be elected at the Annual Meeting in each even-numbered year.
  - e. The Second Vice President shall serve a term of two years commencing on January 1 after the Annual Meeting in each even-numbered year.
  - f. After the end of the Second Vice President's term, he or she shall succeed to a two-year term as the First Vice President.
4. Secretary.
- a. The Secretary shall be elected to a two-year term at the Annual Meeting in each odd-numbered year.
  - b. The Secretary shall assume the office of Secretary on January 1 after the Annual Meeting at which he or she is elected.
  - c. The Secretary shall:
    - i. Prepare the record of the annual meeting and distribute copies of such minutes to the members by posting on EBASOA website;
    - ii. Prepare the record of all Executive Board meetings and distribute copies of such minutes to the Executive Board;
    - iii. Maintain the roster of the membership;
    - iv. Maintain attendance, training, disciplinary and other records regarding the membership;
    - v. Transmit the roster of approved officials to NYSCOS in accordance with the procedures set by NYSCOS; and
    - vi. Maintain all records of EBASOA for at least three (3) years.





5. Treasurer.
  - a. The Treasurer shall be elected to a two-year term at the Annual Meeting in each odd-numbered year.
  - b. The Treasurer shall assume the office of Treasurer on January 1 after the Annual Meeting at which he or she is elected.
  - c. The Treasurer shall:
    - i. Collect the dues, fees, fines and other assessments from the membership;
    - ii. Keep an accurate account of all finances;
    - iii. Pay all expenses approved by the Executive Board;
    - iv. Submit a financial report and budget at the Annual Meeting;
    - v. Retain all financial records of EBASOA for at least seven (7) years; and
    - vi. Have signing authority on all bank accounts maintained by EBASOA.
6. Past President.
  - a. The retiring president shall serve an additional two-year term as an Officer and member of the Executive Board commencing January 1 after the Annual Meeting in each even-numbered year.
  - b. The Past President may attend meetings of the Executive Board and shall be entitled to vote on matters before the Executive Board.
  - c. The Past President may chair such committees and/or complete such tasks as may from time-to-time be requested by the President or Executive Board.
7. Area Chairman.
  - a. One Chairman will be elected from each of the following four areas:
    - i. North;
    - ii. South;

- iii. East; and
    - iv. West.
  - b. Area Chairman will be elected from the North and South areas every even numbered year. East and West Area Chairman will be elected every odd numbered year.
  - c. Nominations for Area Chairman may come from the floor during the business meeting and written ballots will be cast in the caucus of the areas that are electing chairmen.
  - d. Each Area Chairman shall represent as loosely as possible a like number of active members. The Executive Board shall review the areas at least every year to maintain balance.
  - e. The duties of the Area Chairman shall be:
    - i. to provide the necessary administration to the members of his area; and
    - ii. Assist the Executive Board as necessary.
- 8. Assignor.
  - a. EBASOA shall elect an Assignor each odd-numbered year.
  - b. The Assignor shall assume the office of Assignor on January 1 after the annual meeting in which he or she was elected.
  - c. The Assignor shall ensure that each game to be officiated by a member or members is staffed by a referee or referees appropriate to the game.
  - d. The Assignor shall be entitled to attend meetings of the Executive Board, and shall be entitled to vote on matters before the Executive Board.
  - e. The Assignor shall not be eligible to hold any other Officer position while holding a position of Assignor.
  - f. The Assignor is entitled to charge a fee to each member who accepts an assignment. The fee shall be set by the Executive Board.
  - g. The Assignor has signing authority on all bank accounts maintained by EBASOA and will act as a back-up to the Treasurer.



9. Interpreter.
  - a. The President, subject to the approval of the Executive Board, shall appoint an Interpreter.
  - b. The Interpreter will attend the state rules interpretation meeting.
  - c. The Interpreter will conduct necessary interpretation meetings for the membership and will interpret any questions on rules and mechanics that occur during the year.
  - d. The Interpreter shall serve until he or she resigns or is removed by the Executive Board.
  - e. The Interpreter shall attend meetings of the Executive Board and is entitled to vote on matters before the Executive Board.

10. Membership Committee Chairman.

- a. The President, subject to the approval of the Executive Board, shall appoint Membership Committee Chairman.
- b. The Membership Committee Chairman will preside over the Membership Committee.
- c. The Membership Committee Chairman shall serve until he or she resigns or is removed by the Executive Board.
- d. The Membership Committee Chairman will attend meetings of the Executive Board and is entitled to vote on matters before the Executive Board.
- e. The Membership Committee Chairman shall report all actions and recommendations of the Membership Committee to the Executive Board.

B. Election of Officers.

1. The chair of the Nominating Committee shall nominate a candidate for each Officer position to be voted upon at the Annual Meeting.
2. Members may nominate candidates for Officers to be elected at the Annual Meeting. Such nomination must receive a “second” from a Varsity or Non-Varsity member.
3. Prior to a vote for an Officer, each candidate may address the membership.

4. The Executive Board shall conduct the election for each Officer position to be elected at the Annual Meeting in the manner that the Executive Board deems appropriate.
5. Only members present at the Annual Meeting may vote for an Officer.
6. The First Vice President and the Secretary shall be responsible for counting the votes of any elections held.

C. Vacancy of an Officer Position.

1. Vacancies occurring in any office shall be filled by a majority vote of the membership at the next scheduled meeting. It is not necessary to schedule an emergency or special meeting of the membership to fill a vacancy. The Executive Board shall advise the membership of the election to fill a vacancy at least thirty (30) days prior to the meeting at which such election shall be held.
2. The Executive Board may name a member to fill such vacancy until the next scheduled meeting of the members.
3. The Executive Board may nominate an active member to run for election to the remainder of the term of the vacant office.
4. The membership may nominate a candidate to fill the vacant office in the same manner as described in paragraph VI (B) (2) herein.
5. The member elected to fill a vacancy shall hold such office until the expiration of the term of the Officer whose departure created the vacancy.

D. No Officer shall hold two elected positions simultaneously.

E. Recall of an elected official for cause.

1. A Member may submit a petition signed by thirty percent (30%) of the active members demanding the removal of an Officer. Such petition shall be delivered to a member of the Executive Board who will then deliver to the full Executive Board.
2. The petition must state the reasons for demanding the recall of the Officer.
3. Within four (4) weeks of the receipt of said petition, the Executive Board shall call a meeting of the Members for such recall. The Secretary shall give notice of the meeting at least thirty (30) days prior to the meeting.
4. The only issue to be considered at such meeting is the recall of the Officer.

5. Majority of the active membership must be present for said meeting in order to proceed. In the event that there are not a majority of active members present at the scheduled meeting, the recall will be deemed to have failed.
6. In order to recall the Officer, two-thirds (2/3) of the members present at the emergency meeting must vote in favor of the recall.

F. Indemnification and Compensation.

1. Officers shall be entitled to indemnification for liabilities arising from official acts and/or acts condoned by EBASOA to fullest extent allowed by Article 7 of the New York Not-for-Profit Corporation Law.
2. No Officer shall be entitled to a salary or other compensation for the services rendered by the Officer. The fee paid to the Assignor as described in Paragraph VI (A) (8) (f) shall not be considered compensation from EBASOA for the purposes of these Bylaws.
3. All officers are entitled to reimbursement of their reasonable expenses incurred in their service to EBASOA.

G. Executive Board.

1. The Executive Board shall be comprised of the Officers.
2. The Executive Board shall administer EBASOA according to the By-Laws. The Executive Board shall, among other things:
  - a. Set the dates for the meetings of the EBASOA membership;
  - b. Implement such rules and regulations passed by the membership;
  - c. Convene and act on emergency situations and report to the membership as necessary;
  - d. Set annual dues for the membership;
  - e. Set reasonable policies for EBASOA regarding training, professional conduct and other matters affecting the manner in which the members officiate soccer;
  - f. Make decisions and/or take action with respect to issues not specifically addressed in these by-laws;
  - g. The Executive Board may create a schedule of fines and/or assessments for minor violations of these By-Laws or policies set

by the Executive Board including, but not limited to, absent from meetings without a proper excuse, failure to appear for a game without proper uniform, arriving late for a game without a reasonable excuse. Such schedule shall be updated and/or amended from time to time and shall be provided to the Members in a manner deemed appropriate by the Executive Board; and

- h. The Executive Board will compile a list of qualified members to be considered for the State Tournament and provide said list to the Section 2 Chairman.
3. The President shall call for meetings of the Executive Board as he or she deems necessary.
4. A quorum of seven (7) members of the Executive Board is necessary to conduct the business of the Executive Board.
5. Email Votes.
  - a. For situations in which the President believes it important for every member of the Executive Board 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.
  - b. A proposition that is to be decided by email may be presented to the Executive Board at a meeting or by an email.
  - c. Once a proposition has been moved and seconded, the Secretary shall send each member of the Executive Board an email with the following information:
    - i. The proposition to be voted upon;
    - ii. The voting options available (i.e., yes, no or abstain); and
    - iii. The deadline for casting a vote (which shall not be less than twenty-four (24) hours after the email soliciting the votes is sent).
  - d. An email vote will not be considered valid unless two-thirds of the members of the Executive Board at the time the vote is announced acknowledge the email vote prior to the deadline (by a return email) stated in the email containing the ballot and, by an email to the President, First Vice President and the Secretary, either abstain from the vote or vote.



- e. A successful proposition voted upon through email shall require votes in favor of the proposition from a majority of those members of the Executive Board voting or abstaining.

## H. Committees.

### 1. In General.

- a. The President shall be an *ex officio* member of all committees.
- b. The chair of a committee shall be responsible for conducting all meetings of the committee, creating and maintaining a record of all actions of the committee, and reporting the progress and actions of the committee to the Executive Board. The chair of the committee, however, may delegate one or more responsibilities to other members of the committee.

### 2. Membership Committee.

- a. Members of the Membership Committee shall consist of the following:
  - i. Membership Committee Chair;
  - ii. Interpreter; and
  - iii. Assignor.
- b. Duties.
  - i. Perform and maintain records regarding the training of existing and prospective members.
  - ii. Maintain training and testing records regarding each new member.
  - iii. Foster the development of the referee skills of the members.
- c. Keep a record of attendance for all new members.
- d. Administer NFHS test for new members.
- e. Evaluate on-field mechanics and ability of new members.
- f. Assist the Treasurer in collecting all dues and other fees from new members.

- g. Review classifications of non-varsity members and make recommendations for promotion to varsity status.
  - h. Conduct the outdoor clinic for all new members.
3. Nominating Committee.
- a. The President shall appoint a member to chair the Nominating Committee.
  - b. The President may appoint up to three (3) members of the Nominating Committee.
  - c. The Nominating Committee shall present a candidate for election to each Officer position to be elected at a meeting of the membership.
4. Welfare Committee.
- a. The Past President shall chair the Welfare Committee.
  - b. Shall see to the needs of the membership in case of death or serious illness in any EBASOA family, or member of the soccer community. This might include, but not be limited to, a donation, card or flowers.
5. Ad Hoc Committees.
- a. The President and/or the Executive Board may appoint members to ad hoc committees as they believe are necessary.
  - b. When creating a committee, the President or Executive Board shall, in the minutes of the meeting at which the committee was created, state the duration of the appointment of the committee; the specific purpose and authority of the committee, the individual named as chair of the committee and the other members of the committee or the method by which other members of the committee shall be selected.

## VII. State Tournament

- A. With respect to the selection of Referees for the State Tournament by the Section II Boys Soccer Committee, the Board *recommends* that the Committee apply the following four criteria:
  - 1. No referee shall be selected more than five times.

2. No referee shall be selected more than two consecutive years.
3. At least one referee who *has never* been selected before should be amongst the crew chosen.
4. At least one referee who *has* been selected before should be amongst the crew chosen.

Also, the Board will provide a list of referees each year to be *considered* by the Section II Boys Soccer Committee for selection to the State tournament.

## VIII. Disciplinary Procedures

- A. General Policy - Members shall be subject to disciplinary action for failure to comply with the policies and procedures set by the Executive Board of EBASOA.
- B. The Grievance Committee.
  1. A Grievance Committee shall be formed to determine whether and how member officials shall be disciplined for alleged violations of EBASOA policies and/or procedures.
    - a. The Grievance Committee shall consist of a member of the Executive Board selected by the President and approved by the Executive Board who shall chair the Grievance Committee.
    - b. The chair of the Grievance Committee shall only vote in the event of a tie.
    - c. The Grievance Committee shall consist of at least three (3) active members and not more than five (5) active members.
  2. Procedure.
    - a. A member accused of violating the policies and/or procedures of EBASOA shall be given written notice of the alleged violations along with the date that the Grievance Committee shall meet to consider the accusations.
    - b. The member accused of violating the policies and/or procedures of EBASOA may respond to the allegations in a writing addressed to the Grievance Committee, and may address the Grievance Committee at its first meeting.
    - c. The Grievance Committee shall consider the response of the member accused of wrongdoing along with such other information and/or material as the members of the Grievance Committee deem

appropriate. The Grievance Committee may continue its investigation and deliberation until its members are satisfied that a full investigation has been completed.

- d. Within five (5) days of the close of its investigation, the Grievance Committee shall render a written decision stating any violations of EBASOA policies and/or procedures the member committed and the sanction for such violation(s). Sanctions may include a formal warning, a fine, a period of suspension, or expulsion from the organization. The decision of the Grievance Committee shall state the reasons for any sanction imposed. A separate schedule detailing fines will be posted on the EBASOA website and reviewed annually by the Executive Board. In no such case will the levied fine exceed a non-sectional varsity game fee.

3. Appeal to the Executive Board.

- a. If the Grievance Committee finds that the member has violated the policies and/or procedures of EBASOA, the member may appeal the decision to the Executive Board.
- b. Such appeal may ask the Executive Board to review the finding of wrongdoing and/or the sanction imposed by the Grievance Committee.
- c. An appeal to the Executive Board must consist of a writing stating the reasons the member believes the determination concerning the violation of EBASOA policies and/or procedures was incorrect or why the sanction imposed by the Grievance Committee was inappropriate.
- d. An appeal must be delivered to the Secretary not later than five (5) days after the decision of Grievance Committee is delivered to the member.
- e. The member submitting an appeal of a determination of the Grievance Committee may present evidence to the Executive Board to support the appeal. Evidence presented to the Executive Board that was not presented to the Grievance Committee must be accompanied by a showing of good cause for the failure of the member to present such evidence to the Grievance Committee.
- f. The Executive Board shall consider the appeal at its next meeting. The Executive Board may, but is not required to, schedule a special meeting of the Executive Board to consider the appeal. In the event that the disciplinary process occurs between soccer seasons, the Executive Board must consider the appeal and render

its decision at least thirty (30) days prior to the first meeting of the membership.

- g. The Executive Board may, after consideration of the appeal, affirm the determination of the Grievance Committee, reverse the determination of the Grievance Committee or modify the determination of the Grievance Committee.
- h. The determination of the Executive Board shall be final and not subject to further review within EBASOA.

#### IX. Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### X. Non-Inurement

Notwithstanding any other provisions of these Bylaws, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officer, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Paragraph VII. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### XI. Restrictive Purpose and Activities

Notwithstanding any other provision of these Bylaws, EBASOA is organized exclusively for educational purposes or to foster state, national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in

section 501 (c) (3) of the on by an organization exempt from Federal income tax under section 501 (c) (3) or corresponding provisions of any subsequent federal tax laws.

No substantial part of the activities part of the activities of EBASOA shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501 (h) of the including the publication or distribution of statement(s), any political campaign on behalf of or in opposition to any candidate for public office.

## XII. Amendments to These Bylaws

Any member may propose an amendment to these bylaws. Any proposed amendment must be provided to the Secretary in sufficient time to allow the Secretary to forward the proposed amendment to the membership not less than thirty (30) days prior to the Annual Meeting. An amendment to these bylaws must be approved by a majority of the members present at the Annual Meeting. Amendments to these Bylaws shall become effective immediately upon passage unless otherwise stated in the amendment.

These Bylaws were adopted by a majority of the members at a meeting of the membership held the 28<sup>th</sup> day of October, 2018.