

INLAND EMPIRE SOCCER REFEREE ASSOCIATION

(A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION)

BY LAWS

March 2012

Revised December 2014

TABLE OF CONTENTS

ARTICLE I	ARTICLES OF INCORPORATION.....	3
ARTICLE II	PURPOSE AND POLICY	4
ARTICLE III	MEMBERSHIP.....	5
ARTICLE IV	MEETINGS	7
ARTICLE V	ELECTIONS	9
ARTICLE VI	ELECTED OFFICERS AND APPOINTEES	11
ARTICLE VII	DUTIES OF OFFICERS	12
ARTICLE VIII	INQUIRY BOARD	18
ARTICLE IX	AMENDMENTS TO BY LAWS	20
ARTICLE X	VACANCIES AND SUCCESSION	21
ARTICLE XI	DUES AND FINANCES.....	22

ARTICLE I

Articles of Incorporation Inland Empire Soccer Referee Association

Section I

The name of the corporation is Inland Empire Soccer Referee Association.

Section II

- A. This corporation is a nonprofit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.
- B. The specific purpose of this corporation is to educate, train and mutually benefit soccer referees, and to provide soccer referees to the various leagues and tournaments in the Southern California geographical area. The corporation will be filing for franchise tax exempt status.
- C. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- D. Notwithstanding any other provision of these articles, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).
- E. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code (or 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 by the 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.
- F. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

Section III

The foregoing Articles of Incorporation has been duly approved by the Membership on March 15, 2012.

The foregoing Articles of Incorporation has been duly approved by the Board of Directors on November 3, 2011.

ARTICLE II PURPOSE AND POLICY

- Section I It is the purpose of this Association to facilitate the recruitment, training, assessment and upgrade of soccer referees at all levels of experience and certification and by so doing promote the game of soccer and increase the enjoyment of the game by spectators, players and other participants.
- Section II It is also the purpose of this Association to represent its members and their interests to the various governing bodies of soccer, soccer leagues, soccer clubs soccer tournaments, referee associations and other persons and organizations as necessary.
- Section III It is the policy of this Association that no person be denied membership, and no person or organization will be denied the services of this Association on the basis of race, color, creed, religion, national origin, sex, age, marital status, sexual orientation or political affiliation.
- Section IV The Association specifically empowers an Executive Board of Directors to set policy and oversee the operation of Association business to the overall benefit of the Association. “Inland Empire Soccer Referee Association” and “IESRA” and “Association” are synonymous terms through out these By Laws.
- Section V The President will act as liaison between the Association and other persons and organizations. The President will also represent the Association at appropriate meetings, social events, tournaments and soccer leagues and protect the best interests of and serve as the chief advocate for the Association.
- Section VI It is the policy of this Association that no elected officer be compensated by the Association in the performance of the duties of their respective offices. Approved expenses incurred on behalf of the Association may be reimbursed.
- Section VII Decisions or actions of the Executive Board of Directors will be subject to repeal by a two-thirds (67%) vote of the active members, as defined in Article III Sections VII and VIII, present at any General Meeting and will also be subject to Article VIII.
- Section VIII Once adopted, these By Laws take effect immediately and supersede any and all documents that may be in affect at the time.
- Section IX At the adoption of these By Laws as stated in Article II section VIII, currently elected and appointed officers and all standing committees will retain their positions and organization.
- Section X All Articles and Sections of these By Laws will be governed by Article I and the appropriate Federal, State and Local laws concerning California non-profit mutual benefit corporations. Should any Article(s) or Section(s) be found not in compliance with this intent, the remaining Articles and Sections will remain active and in full force. The Executive Board of Directors will immediately undertake to bring all non-compliant Article(s) or Section(s) into conformity using the procedures in Article IX.

ARTICLE III MEMBERSHIP

- Section I All soccer referees and prospective soccer referees in southern California are eligible to become general members of this Association regardless of level of experience, certification or other affiliations. Those applying will use the current IESRA membership application form. This application form must contain wording that states that the soccer referee applying for membership has read the current By Laws.
- Section II Each application with a one-time application fee to be established by the board of directors, will be submitted to the Executive Board of Directors through the Secretary for processing.
- Section III Soccer referees under the age of 18 will have the application fee waived at the time their application is submitted.
- Section IV Each active member, as defined in Article III Sections VII and VIII, will have one vote at all regular general meetings and at the Annual General Meeting and must be present to cast that vote.
- Section V The By Laws of this Association will be made available to all members.
- Section VI All active members must accumulate twelve (12) points in the calendar year (AGM to AGM) for the purpose of voting eligibility. To earn these points a member accumulates one (1) point per game officiated as assigned by the IESRA Assignor and/or can earn one (1) point per meeting during the same period by attending an IESRA General or Executive Meeting. Voting on issues during the calendar year and new members who become active members during the calendar year will be calculated on a prorated basis. The active member must be in financial good standing and not be on suspension or probation with the Association.
- Section VII Any senior active member may have their Association status changed from active to emeritus by request to the Executive Board of Directors. Once the senior active member status is changed to emeritus, they will retain all of the benefits of being an active member provided the member remains active within the USSF and/or FIFA communities for the calendar year that emeritus status is granted and for each succeeding calendar year thereafter. Proof of remaining active within the USSF and/or FIFA communities may be requested from time to time by the Executive Board of Directors. The emeritus member will be considered an active member and must be in financial good standing and not be on suspension or probation with the Association for voting eligibility. The Secretary will be responsible for maintaining the list of emeritus members.

ARTICLE III **MEMBERSHIP** (CONTINUED)

Section VIII Once an elected Executive Board officer retires from their position on the Board their membership status will automatically be changed to emeritus, as defined in Article III Section VIII, in recognition for their service to the Association.

Section IX a) Honorary Members will be non-Association individuals elected by the active members at any regular General Meeting. Honorary Members will have no right to vote at any meeting and will not be required to pay assignment fees or other fee assessments. The Secretary will be responsible for maintaining the list of Honorary Members.

b) Election of an individual to Honorary Membership status is a symbolic act to honor that individual for service to the Association or for some other special quality, ability or accomplishment consistent with the purpose and policy of the Association.

Section X Any Association member may request a hearing before the Inquiry Board limited to matters of referee behavior, conduct or competence.

Section XI Financial good standing means owing no monies to the Association.

ARTICLE IV MEETINGS

Section I General Meetings

- a) The General Meeting will be held monthly on a date, time and place established by the Executive Board of Directors.
- b) The Executive Board of Directors may cancel the General Meeting.
- c) Each member will have one vote and must be present to do so, subject to Article III Sections VII and VIII. All members are requested to attend General Meetings for training, fellowship and to remain in good standing with the Association.
- d) The President will prepare an agenda for the General Meeting and will be the chairperson for the meeting and will utilize Robert's Rules of Order.

Section II Executive Board Meetings

- a) Executive Board of Directors meetings will be held at least monthly at a time and place established by the President with the approval of a majority of the Executive Board of Directors.
- b) Each Executive Board officer will have one vote and must be present to vote.
- c) The President will be the chairperson for the Executive Board of Directors meeting and will utilize Robert's Rules of Order.

Section III The chairpersons for the various ad hoc and standing committees, including the Inquiry Board, may hold incidental meetings with committee members as required by the assigned tasks and on dates, times and places as established by the respective chairpersons.

Section IV The Annual General Meeting (AGM) will take place during the regular January general meeting each year and each member will receive notice giving the date, time and place at least ten (10) days prior to the meeting. The President will prepare the agenda for the AGM to include, but not limited to:

- a) Approval of the previous year's AGM minutes
- b) Treasurer's written and verbal report
- c) President's verbal report
- d) Election of officers
- e) Election of Inquiry Board members

Section V Based on the financial condition of the Association, the dinner following the business portion of the AGM may be free of charge to Association members as determined by the Executive Board of Directors.

ARTICLE IV MEETINGS

(CONTINUED)

Section VI

- a) The quorum for all General Meetings and the Annual General Meeting (AGM) will be twenty-five (25) percent of all active members as defined in Article III Sections VII and VIII.
- b) The quorum for all Executive Board of Directors meetings will be fifty (50) percent of the seated officers.
- c) The quorum for the Inquiry Board will be seventy-five (75) percent of the seated members.

ARTICLE V ELECTIONS

- Section I Elections for all Executive Board of Director offices will be held at the Annual General Meeting (AGM). There will be no electioneering at the AGM. Flyers recommending individual candidates, a slate of candidates or other issues may not be passed out on the premises. Individuals may not campaign for individual candidates, a slate of candidates or other issues within one hundred (100) yards of the balloting area.
- Section II Any active member will be eligible to run for any office, subject to Article V Section VI, and may be nominated by an active member (including him or herself) provided permission to be nominated for a given office has been granted by the nominee. Nominations for office will be submitted in written format to the Executive Board of Directors through the Secretary prior to the adjournment of the General Meeting in December. Nominations for office will be closed at the adjournment of the December General Meeting preceding the AGM.
- Section III It is the intent of Article V for all nominees to be known to the membership at the adjournment of the December General Meeting preceding the AGM. In the case of nominations emailed to the Secretary, emails nominating active members must be received by the Secretary no later than twenty-four (24) hours prior to the beginning of the December General Meeting to be considered. The Secretary will read those email nominations to the membership prior to the adjournment of the December General Meeting preceding the AGM and those nominees will be added provided permission to be nominated for a given office has been granted by the nominee.
- Section IV During the November General Meeting, preceding the AGM, the Executive Board of Directors will present an existing slate of candidates nominated for office. The President will also accept nominations from the floor and the Secretary will record all nominees.
- Section V Each active member, as defined in Article III Sections VII and VIII, has one vote and will be eligible to vote in the elections at the AGM and must be present to vote.
- Section VI Eligibility:
- a) At the time of their nomination all active members must meet the standards set in Article III Sections VII and VIII.
 - b) Going forward from the date these By Laws number of are approved, active members may serve unlimited terms of office in any one elected position.
 - c) Any active member may hold only one elected office at a time.
 - d) Elected officers may serve in an appointed position.
- Section VII The term of office for all elected officers of the Executive Board of Directors is one year.
- Section VIII Any member who violates any of these By Laws may be removed from office or other capacity in which they are serving by a two-thirds (67%) vote of the eligible voting members of the Executive Board of Directors. The individual being considered for removal will not have a vote on the issue.

ARTICLE V ELECTIONS

(CONTINUED)

Section IX The Association will be informed of such action, Article V Section VIII, at the next regular General Meeting by the President or the First Vice President. A confirmation vote (50% + 1) of active members, as defined in Article III Sections VII and VIII, present will be held at that time.

ARTICLE VI ELECTED OFFICERS AND APPOINTEES

- Section I The elected officers of this Association will be:
- a) President
 - b) First Vice President
 - c) Second Vice President
 - d) Secretary
 - e) Treasurer
 - f) Member-at-Large
- Section II The six (6) elected officers will be elected at the Annual General Meeting (AGM) and will be voted for by secret ballot. The candidate receiving the most votes cast for an office will be declared the elected officer for that explicit office. In case of a tie for the most number of votes, a separate ballot will be held for the office in question with only the tied individuals names cast and counted. If a tie still exists, then the newly elected Executive Board of Directors will meet and select the new officer from the candidates of the second balloting.
- Section III All elections results will be announced prior to adjournment of the Annual General Meeting (AGM).
- Section IV These elected officers will hold office for one year and will be eligible for re-election, subject to Article V Section VI.
- Section V Elected officers will assume the duties of office immediately following the end of the AGM at which they are elected and serve for twelve (12) months or until the end of the next AGM, which ever occurs first.
- Section VI All officers and/or appointees upon retiring from office or leaving office for any other reason will convey and deliver within seven (7) days to the incoming (or incumbent) President all records, books, papers, moneys, equipment and any other property rightfully belonging to the Association.
- Section VII As may be necessary the President, after consultation with the Executive Board of Directors, may appoint selected members to carry out specific and assigned duties and tasks and may authorize such individuals to use certain titles appropriate to the assignment.
- Section VIII At the February Executive Board of Directors meeting the President, with the approval of the Executive Board of Directors, will appoint the Coordinator of Referee Assignments.
- Section IX At the February Executive Board of Directors meeting the President, with the approval of the Executive Board of Directors, will appoint a three (3) person Finance Committee.

ARTICLE VII DUTIES OF OFFICERS

Section I The President will:

- a) Act as chairperson at General Meetings, Executive Board of Directors meetings and the Annual General Meeting (AGM) and will utilize Robert's Rules of Order.
- b) Appoint chairpersons and members of all standing committees and ad hoc committees and serve as an ex-officio member of all committees.
- c) Appoint members as needed to carry out specific additional duties and tasks after consultation with the Executive Board of Directors.
- d) Appoint each year, after the Annual General Meeting (AGM), a three (3) person Finance Committee. This Committee will review on a quarterly basis all financial activities of the Association and report back to the Executive Board of Directors and the Association as necessary.
- e) The President will secure the Executive Board of Directors approval prior to entering into any contractual arrangement. No other Executive Board officer is authorized to enter into any contractual arrangements with the exception of Tournament Contracts. The President will use an Executive Board approved standard contract for the purpose of securing games for the Association.
- f) Have those responsibilities, powers and authority not specified for the other officers of the Executive Board of Directors.
- g) Be responsible for negotiating and securing tournament and league contracts.

Section II The First Vice President will:

- a) At the direction of the President, assist the President in the performance of the duties and tasks of that office.
- b) Exercise all of the powers and prerogatives of the President in the event of the absence or incapacity of the President.
- c) Act as chairperson of the Inquiry Board.
- d) Inform the Treasurer of all fines that are levied by the Inquiry Board.

- e) Accept written requests for Inquiry Board hearings and report on Inquiry Board proceedings and decisions as required.

Section III The Second Vice President will:

- a) At the direction of the President and the First Vice President, assist them in the performance of their respective duties and tasks.
- b) Exercise all of the powers and prerogatives and perform the duties and tasks of the First Vice President in the event of the absence or incapacity of that officer.
- c) Exercise all of the powers and prerogatives and perform the duties and tasks of the President in the event of the absence or incapacity of both the President and First Vice President.
- d) Schedule, coordinate and conduct testing and certification activities for the benefit of the Association.
- e) Act as Mentor Program Coordinator to implement the United States Youth Soccer Association's (USYSA) referee mentor program. Coordinate with the California Youth Soccer Association – South (CYSA-S or CalSouth) district program director to effectively implement and administer the district's program within the Association. Coordinate with the State Referee Association (SRA) to effectively implement and administer the SRA mentor program. Coordinate with the Coordinator of Referee Assignments to ensure that mentors are assigned to referees that are selected by the Executive Board of Directors to participate in these programs.
- f) Develop a recommended training program to be submitted to the Executive Board of Directors for approval at its second meeting following the Annual General Meeting (AGM).

ARTICLE VII DUTIES OF OFFICERS (CONTINUED)

Section IV The Secretary will:

- a) Keep the minutes and permanent records of all General Meetings, Annual General Meetings and Executive Board of Directors meetings.
- b) Distribute copies of the minutes of General Meetings, Annual General Meetings and Executive Board of Directors meetings to all Executive Board of Directors. The Secretary will distribute and/or post at all General Meetings copies of current Executive Board of Directors policy decisions.
- c) Report orally or in writing at the direction of the President: the minutes of General Meetings, Annual General Meetings and Executive Board of Directors meetings; Association correspondence received, sent or pending; attendance and status of individual Association members; number of active referees and the number and names of Emeritus and Honorary members.
- d) Maintain a current list of the names of Association members, their current address, phone number, email address, certification level, Association Status; financial status with the Association and share such information with other officers, appointees and general members who have need of such information.
- e) Give an accounting of membership application fees and Referee Performance Bonds collected each month to the Executive Board
- f) Turn over all collected monies to the Treasurer at the Executive Board of Directors meeting each month.
- g) Conduct Association correspondence in a timely manner and keep a permanent record of all correspondence.
- h) Maintain an Association Post Office Box, in the Associations name, in order to centralize and expedite correspondence.
- i) Keep the permanent records of Inquiry Board requests for hearings, disposition of those requests and all Inquiry Board decisions.
- j) Maintain and store electronic media and computer programs as needed by and for the Association.

ARTICLE VII **DUTIES OF OFFICERS** (CONTINUED)

Section V The Treasurer/Bookkeeper will:

- a) Maintain the financial records for the association in QuickBooks Professional (Non Profit).
- b) Work with the Finance Committee, implementing and following their advice within the scope of these By Laws and within established generally accepted accounting principles.
- c) Meet quarterly with the Finance Committee to review financial statements, bank reconciliations and budget projections.
- d) Receive and collect money on behalf of the Association.
- e) After receiving notice from the Inquiry Board that any fines are due, will enter that amount into the member's account and collect it from the member. There will be no process for automatically charging a member for these kinds of penalties.
- f) Maintain custody of all funds, securities, evidences of indebtedness and other valuable documents or objects by depositing such items in a bank or other safe depository in the name and to the credit of IESRA.
- g) Require appropriate receipts and/or invoices prior to issuing checks from any IESRA account for reimbursements or expenditures to any member including the Executive Board of Directors. All checks issued to any member of the Executive Board of Directors will be reported (reason for the check, check number, date and amount) separately to the Finance Committee for their review each month.
- h) Keep bank account signature card current, with the President, First Vice-President, Secretary, and Treasurer as signatories. Insures that no member of the Executive Board of Directors, under any circumstances, signs a check made payable to themselves. Assures that there are two valid signatures on every check issued.
- i) Provide a current written report of IESRA receipts and expenditures, liabilities, and assets; this report will be provided to each member of the Executive Board of Directors. No prior notice is required.
- j) Give a verbal summary report of the financial status of this association at each regular meeting to the general members and respond to any relevant question asked by members.
- k) Submit all required financial reports in a timely manner. Keep no petty cash on hand.
- l) At time of distribution of referee checks, remind referees that all checks will expire after forty-five (45) days from date of issue, no exceptions.
- m) At a regular meeting, upon the request of any active member, give a detailed accounting of the books and the financial status of IESRA to the member who made the request, provided the request was received in writing by the Secretary fourteen (14) days prior to the scheduled regular meeting.

ARTICLE VII **DUTIES OF OFFICERS** (CONTINUED)

- n) At an Executive Board of Directors meeting, upon the request of any member of the Executive Board, provide a detailed accounting of the books and the financial status of IESRA to the board members present. No prior notice is required.
- o) Promptly pay all bills, charges and other expenses of the Association after these expenses have been approved by the Executive Board of Directors for payment. The Treasurer may request that the approval of the board be given in writing for certain expenses.
- p) Pay all expenses, bills, and other charges by check making sure that all checks issued have the required signatures. Notify the board of any non-cleared checks each month.
- q) Keep accurate and current records of all money received and paid out on behalf of the Association and its members. Present information to the Finance Committee each month.
- r) At the direction of the Executive Board of Directors, have the books and other financial records of IESRA audited by an independent and qualified person. One copy of the audit report will be provided to the board and one copy will be kept as a permanent record.
- s) Present a written report of the financial status of this Association to all general members present at the Annual General Meeting (AGM).
- t) For accounting and report purposes the calendar year will be used.
- u) The bookkeeper will be paid on a per game entry basis established by the membership.

Section VI The Member-at-Large will:

- a) At the direction of the President assists in the performance of duties and tasks as may be requested.
- b) Be responsible for calling the General Meeting and Annual General Meeting to order at the direction of the President and to maintain order during the proceedings.
- c) Be responsible for conducting the raffle at each meeting for the benefit and enjoyment of the Association members. In conjunction with the Treasurer keep an accurate and current account of all monies received and paid out in a suitable ledger or receipt book. Maintain an accounting of all items and monies to be used in the raffle and submit that accounting to the Executive Board of Directors.
- d) Conduct special inquires at the direction of the President, with confidential reports submitted when requested to the President.

ARTICLE VII **DUTIES OF OFFICERS** (CONTINUED)

- e) Maintain an accurate inventory of Association equipment as well as its location and condition. Report the complete inventory at each General Meeting to the Association and at each Executive Board of Directors meeting.
- f) Make recommendations on needed repairs and/or replacement of equipment.

Section VII The Past President:

- a) Will be a voting officer of the Executive Board of Directors until there is another Past President.
- b) Must remain an active member as defined in Article III Sections VII and VIII.
- c) Should the Past President be unable to complete this term on the Executive Board of Directors, no successor will be appointed.

Section VIII The Coordinator of Referee Assignments:

- a) Will be appointed by the President and approved by a simple majority of the Executive Board of Directors.
- b) Must be a current USSF registered Assignor.
- c) Must have a minimum of 5 years' experience as a USSF Registered Assignor
- d) Must be an Active or Emeritus Member in good standing with IESRA
- e) Will be responsible for scheduling and assigning referees to officiate games according to current USSF and CalSouth guidelines.
- f) Will follow all guidelines and expectations of the Executive Board of Directors.
- g) May be removed from the position prior to the end of the current term by a 2/3 vote of the entire Executive Board of Directors.
- h) Should the Coordinator of Referee Assignments be unable to complete this term on the Executive Board of Directors, the President will immediately, with the approval of the Executive Board, appoint a successor for the remainder of the term following the above requirements.

ARTICLE VIII INQUIRY BOARD

- Section I The Inquiry and Appeals Board will hear matters relating to referee competence and comportsment. The Inquiry Board will investigate the competence and comportsment of any active member who has been named in a complaint(s) that:
- a) Involves verbal abuse or physical assault by a referee or assistant referee towards any player, substitute, coach, fan or spectator.
 - b) Involves any conduct or behavior that is grossly offensive.
 - c) Involves two or more separate incidences of referee or assistant referee competence received within the current calendar year.
- Section II The Inquiry Board will be installed at the annual general meeting each year and will be composed of four active members, as follows:
- a) The Executive Board of Directors will appoint two members.
 - b) Two members will be elected by the general membership, at the AGM.
 - c) One alternate will be elected by the general membership at the AGM.
- Section III In the event of a vacancy, the vacancy will be filled by the alternate and the vacated alternate position will be filled by an election at the next regular meeting.
- Section IV The alternate Inquiry Board member will serve only when:
- a) One of the other Inquiry Board members is temporarily absent or incapacitated, or
 - b) One of the other Inquiry Board members is the subject of an Inquiry Board proceeding.
- Section V The First Vice-President will chair all meetings of the Inquiry Board but will only vote in the event of a tie. The quorum for the Inquiry Board will be seventy-five (75) percent of the seated Inquiry Board members.
- Section VI Any active member of this association may request a hearing or review by the Inquiry Board. All such requests must be in writing and submitted to the First Vice-President with one copy to the IESRA Secretary.
- Section VII All requests for a hearing or review before the Inquiry Board will be acted upon within 30 days (30) days after the First Vice-President receives the written request. Written notification from the Inquiry Board to the member requesting a hearing and other members named or involved will be sent within this thirty (30) day period stating:
- a) The decision of the Inquiry Board not to hear or review the matter; or
 - b) The date, time and place of the Inquiry Board hearing for the purpose of accepting testimony, hearing witnesses, receiving additional written information and other evidence bearing on the matter at hand; or
 - c) Acknowledgment that the Inquiry Board will consider the matter as requested and renders a decision within a reasonable time. Additional information may or may not be sought by the Inquiry Board.
- Section VIII The suspension, removal, or replacement of a member referee on the active assignment roster will be subject to review by the Inquiry Board at its own discretion.

ARTICLE VIII INQUIRY BOARD

(CONTINUED)

Section IX All four members of the Inquiry Board will hear or examine the same relevant information at a meeting (or meetings) called by the First Vice-President for that purpose. The Inquiry Board must then make a decision.

Section X Referees who are subject to an Inquiry Board proceeding will be informed of that fact at the point the Inquiry Board agrees to consider the matter relating to that referee.

A referee who is the subject of an Inquiry Board proceeding will have the right to appear in person before the Inquiry Board with all Inquiry Board members present and present testimony, evidence or other information. The subject referee will be afforded reasonable time to refute arguments and allegations against him/her and present his own case.

The recommended procedure to hear testimony is that the First Vice-President will request the complainant to present its case first and alone to the Inquiry Board. Upon conclusion of the testimony, the accused will have the opportunity to present his/her case alone to the Inquiry Board. The board will confer alone. Upon concluding their review, the First Vice-President will recall separately the complainant and the accused before the board for further questioning, if necessary. A written statement by either party will be deemed acceptable in the event that either party cannot be present at the proceedings.

Section XI The Inquiry Board will reach its decision by voting, the majority becoming the official decision of the board. No minority or dissenting opinions will be written or published by the Inquiry Board. For the purpose of reaching final decisions on matters before the board, each Inquiry Board member will have one vote.

Section XII The Inquiry Board must report in writing its decisions and /or other actions taken on matters that were pending before the Inquiry Board at the next regular IESRA meeting. The written report will be submitted by the First Vice-President to the President and the Secretary and become part of the permanent records of IESRA. The First Vice-President will also report orally to the general membership of IESRA at the next regular meeting. The report to the general membership will not disclose the names of the complainant and/or the accused.

Section XIII The decisions of the Inquiry Board will be final and binding upon all members and officers of IESRA. These decisions will not be appealed to other IESRA members, officers or committees, nor will discussion of Inquiry Board decisions be allowed during regular meetings. Actions taken by the Inquiry Board include but are not limited to the following:

- a) Reprimand
- b) Game fines/levies/fines
- c) Suspension (Varying amounts of time)
- d) Ejection from the association for cause

Section IX The First Vice President will notify the Treasurer of any fines, late fees, or no show fees that are assessed against a member or member(s) as a result of the decisions of the Inquiry Board on a monthly basis.

ARTICLE IX AMENDMENTS TO BY LAWS

- Section I Article I of the By Laws may not be changed or altered in any way without first adhering to the various and appropriate Federal, State and Local laws governing non-profit mutual benefit corporations and after consulting and seeking advice from appropriate legal and accounting professionals.
- Section II Any active member may propose an amendment. This is done by submitting it in writing to the President with a copy to the Secretary at a regularly scheduled meeting. The President will insure that the proposed amendment is read and discussed during the meeting at which it is submitted. The proposed amendment will then be presented for discussion and vote at the next regularly scheduled meeting.
- Section III Proposed amendments to the By Laws of IESRA must be passed by two-thirds (2/3) vote of the active members, as defined in Article III Sections VII and VIII, present at a General Membership meeting.
- Section IV Proposed Amendments, which are passed by the required vote as provided in Article IX, Section III will become effective immediately.

ARTICLE X VACANCIES AND SUCCESSION

- Section I A vacancy in any office of the Executive Board of Directors will be filled within thirty (30) days by the following procedure:
- a) The President will appoint a replacement from the roster of active members. The appointee may assume the duties of the office only after the Executive Board of Directors has approved the appointment by a simple majority vote. After approval by the Executive Board of Directors is given, the new officer will serve the remainder of the term and may seek re-election at the Annual General Meeting (AGM).
 - b) If an individual elected at an AGM cannot serve for any reason, then the rules for vacancies and succession under Article X Section II through VII will first be applied and then the rules under Article X Section I-a will be applied.
- Section II Whenever the office of President become vacant, the First Vice-President immediately succeeds to the office, duties and title of President for the remainder of the term and will proceed as set forth in Article X Section I-a to fill the office of First Vice-President.
- Section III Whenever vacancies occur at the same time in the offices of President and First Vice-President, the Second Vice-President will then succeed to the office, duties and title of President for the remainder of the term and will proceed as set forth in Article X Section I-a to fill the offices of the First and Second Vice-Presidents.
- Section IV In the event that vacancies occur at the same time in the offices of President, First and Second Vice-Presidents, the active members at the next General Meeting will elect successors to these offices for the remainder of the terms of office. The Secretary will conduct the election by secret ballot.
- Section V In the event that vacancies occur at the same time in the offices of President, First and Second Vice-Presidents and Secretary, the active members at the next General Meeting will elect successors to these offices for the remainder of the terms of office. The active members present will elect a chairperson at the meeting, who will conduct the election by secret ballot.
- Section VI All vacancies in elected offices will be filled as provided herein; no office will be allowed to stand vacant.
- Section VII The offices of Secretary, Treasurer, Member-at-Large, Past President and Coordinator of Referee Assignments will not be part of the line of succession.

ARTICLE XI DUES AND FINANCES

- Section I The Association through its Executive Board of Directors, will have the right to assess its members for assignment fees on a per game basis.
- Section II The Association through its Executive Board of Directors, will have the right to assess its member's monetary fees in the form of membership dues, Annual General Meeting (AGM) assessments, certification or re-certification fees and monetary fines as determined by the Inquiry Board.
- Section III All fees, dues and/or assessments will be used exclusively for activities as defined in the Articles of Incorporation, Article II and within the scope and intent of the Federal, State and Local laws governing non-profit mutual benefit corporations.
- Section IV Assignment fees and other monetary assessments will be paid to the Association treasury.