

Constitution of the New England Over the Hill Soccer League, Inc.

Updated, 20-July-2018 with changes approved on 28-April-2016

Editor's note: The version of constitution posted on 28-Apr-2016 was based on the 2009 constitution and the changes approved in 2013 were lost. This document was based on the 2013 version and adds the changes approved in 2016, so this version now includes all changes approved to date. So even though this has a new date, it really has no new changes, it just properly includes the changes made in 2013 and 2016.

Article I. Charter

Section I.A — Name and Form

- 1. Name** The official name of the organization shall be The New England Over the Hill Soccer League, Inc. It may also be referred to as The Over the Hill Soccer League. The name may be abbreviated to NEOTHSL, OTHSL, or Over-the-Hill League.
- 2. Form** The New England Over the Hill Soccer League (hereinafter "the League") shall be established as a not-for-profit corporation under the laws of the Commonwealth of Massachusetts.

Section I.B — Purpose and Activities

- 1. Purpose** The purpose of the League shall be to promote and administer the game of association football (soccer) among amateur players thirty (30) and over who are living within playing distance of eastern Massachusetts, southern New Hampshire, and Rhode Island.
- 2. Activities**

In support of its purpose, the League will:

 - a. Sponsor competitions among its member teams.
 - b. Organize post-season tournaments.

The League may also choose to:

 - a. Affiliate with the United States Soccer Federation (USSF) or other national, state, or regional soccer organizations.
 - b. Expand its membership to accommodate additional teams.
 - c. Sponsor teams in non-League tournaments as long as such teams bear the name of the League and are open to all members of the League who are eligible to play in such tournaments.

Article II. Membership

Section II.A — Membership

- 1. Members**
 - a. Organized teams may be admitted as members of the League by approval of the Board of Directors. Each member team shall agree to adhere to the requirements of this Constitution and the League's Rules of Competition.
 - b. Member teams are independent organizations and are neither owned nor managed by the League.
 - c. Team managers shall have the power and responsibility to represent their team in all League matters. Team managers may designate others to represent them at League meetings.
 - d. The Board of Directors shall have the authority to discipline, fine, or suspend member teams for just cause.
- 2. Fees**
 - a. Registration fees and payment due dates shall be set by the Board of Directors and posted on the League's website at least one (1) month before any such payments are due.
 - b. The Board of Directors may establish late payment penalties. Teams paying late may be subject to additional disciplinary action by the Board of Directors.
- 3. New Teams**
 - a. The Board of Directors will establish a required deposit amount for potential new teams.
 - b. Deposits will be applied to the new team's initial registration fee upon approval of their membership.

Section II.B — Players

- 1. Player Eligibility**

All players must be amateurs and shall not accept a salary or other compensation as an inducement to play. Players receiving compensation from another league are not eligible to play in the OTHSL.
- 2. Player Discipline**

The Board of Directors shall have the authority to discipline, suspend, or remove players for cause.

Section II.C — Member Termination

- 1. Termination for Cause**
 - a. The Board of Directors shall have the authority to remove teams for cause.
 - b. If a team is removed for cause, it shall forfeit all fees, fines, bonds, and deposits paid to date.
- 2. Voluntary Termination**
 - a. Any member team may voluntarily terminate its membership at any time by submitting a signed resignation letter to the President. Voluntary terminations must be accepted and are irrevocable.

- b. Any team voluntarily terminating its membership shall forfeit all fees, fines, bonds, and deposits paid to date.

Section II.D — Meetings of the Membership

1. General Meetings

- a. The Annual General Meeting shall be held in August or September at a place and time established by the Board of Directors.
- b. Elections will be held at the Annual General Meeting.
- c. The Treasurer shall present a budget for approval at the Annual General Meeting. The budget shall cover expected revenues and expenses for the following calendar year.
- d. Additional General Meetings may be called by the President, subject to approval by the Board of Directors.

2. Special Meetings

- a. A Special Meeting shall be called by the President upon receipt of a petition signed by at least 10% of the members. A petition for a Special Meeting must be accompanied by a check for \$250 to defray the cost of the meeting.
- b. A request for a Special Meeting must include in writing the purpose(s) of the special meeting. The agenda for the Special Meeting will be limited to the purpose(s) identified in the petition.
- c. League officers will be expected to attend a Special meeting whenever possible.

3. Meeting Notices

Meeting notices for both General and Special Meetings shall be sent to all current members at least two (2) weeks before the scheduled meeting date. Meeting notices will be sent via email to the last known address provided.

4. Voting

- a. Thirty-five percent (35%) of the teams shall form a quorum at any meeting.
- b. Each team in good standing shall be entitled to one (1) vote at any meeting. Said vote may be cast by the member team representative present at the meeting.
- c. Each member of the Board of Directors shall have one (1) vote.
- d. No single person shall be counted more than once in determining a quorum, and no single person shall cast more than one (1) vote.

5. Conduct of Meetings

All meetings of the membership shall be held in accordance with the current edition of Robert's Rules of Order.

Article III. Board of Directors

Section III.A — Composition, Powers, Removal, and Constraints

- 1. Composition of the Board**
 - a. The Board of Directors shall consist of officers, directors, and appointees.
 - b. The officers shall be:
 - President
 - Immediate Past President
 - Vice President
 - Treasurer
 - Secretary
 - c. The directors shall be:
 - One person for each division where a division consists of an age group and a level of play (e.g., over 30, level 1).
 - d. The appointed positions shall be:
 - Referee Coordinator
 - Registrar
 - Webmaster
- 2. Board Powers** As the legislative body of the League, the Board of Directors:
 - a. Has full power and authority over League activities and funds.
 - b. Exercises general supervision of the activities of League.
 - c. May develop policies, procedures, rules, and other guidance needed to transact League business.
- 3. Removal** Any member of the Board of Directors may be removed from office by a two-thirds (2/3) vote of the entire membership of the Board of Directors or a two-thirds (2/3) vote of all the members.
- 4. Board Constraints**
 - a. The powers of the Board of Directors are both authorized and limited by this Constitution, and by any policies, procedures, rules, or other guidance that the Board of Directors develops or adopts.
 - b. Board members may not vote on any matter that involves a conflict of interest or a potential conflict of interest between that member and the League.

Section III.B — Board Elections

- 1. Timing** Elections shall be held at the Annual General Meeting.
- 2. Term of Office**
 - a. Officers shall be elected to a two (2) year term. Directors shall be elected to a one (1) year term.
 - b. Officers may not serve more than two (2) consecutive terms in the same position, nor more than three (3) consecutive terms as an officer.

- c. Appointed positions are filled annually by the Board of Directors at its first meeting after the elections.
- d. Newly elected Board members take office immediately upon their election.
- e. Members Emeriti are appointed for life.

3. Nominations

- a. The Nominating Committee is responsible for nominating candidates for the Board of Directors. The Nominating Committee will nominate at least as many candidates as there are open positions.
- b. Members may self-nominate by notifying the Nominating Committee at least three (3) weeks in advance of the election. Additional nominations may be accepted from the floor.
- c. Whenever there is a contested election, the Nominating Committee will prepare a written ballot with space for known candidates, write-ins, and nominations from the floor.
- d. Members of the Elections Committee may not run for office during the election they supervise.

4. Conduct of the Elections

- a. The President and Treasurer shall be elected in even numbered years. The Vice President and Secretary shall be elected in odd numbered years.
- b. Division Directors will be elected annually. An individual may only be elected or appointed to one position.
- c. Each candidate for an officer's position shall have the option of addressing the meeting for a maximum of five (5) minutes. Candidates may use their time to speak themselves, to have others speak for them, or both.
- d. The Vice President shall preside over the election of the President unless the Vice President is a candidate for President, in which case he shall be replaced by (in order) the Immediate Past President, Treasurer, or Secretary.
- e. The President, even if newly elected, shall preside over the election of all other Board members. If the standing President is unable to perform this duty, he shall be replaced by, in order, the Immediate Past President, the Vice President, the Treasurer or Secretary. If a person higher on this list becomes available through election, he shall preside over the rest of the election(s), if any.
- f. Under no circumstances shall any person preside over any election for which he is a candidate.

5. Vacancies

- a. The position of Immediate Past President shall not be filled if it becomes vacant.
- b. If the President resigns, is removed, or is otherwise unable to complete his term, he shall be replaced by the Vice President.

- c. If a Division Director resigns, is removed, or is otherwise unable to complete his term, his duties shall be reassigned to another member of the Board of Directors. If no one is willing to accept his duties, a replacement shall be appointed by the President subject to approval by the Board.
- d. If any other member of the Board of Directors resigns, is removed, or is otherwise unable to complete his term, his replacement shall be appointed by the President subject to approval by the Board.
- e. If an officer position becomes vacant during the first year of a term, a replacement must be elected to fill the second year of the term at the next election.

6. Board Member Emeritus

- a. The executive committee may nominate any person who has served the league with distinction and who is not a current member of the board to the office of "Board Member Emeritus". If said person has held the office of President, then the position may be titled "President Emeritus". This nomination must be confirmed by a simple majority vote of the board.
- b. A board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and are encouraged to attend all other events conducted by League.
- c. A Board member emeritus shall not be subject to any attendance policy, will not be counted in determining if a quorum is present at a meeting, will not be required to hold office, and will not be entitled to vote at any board meeting.

Section III.C — Board Compensation and General Duties

1. Board Compensation

Board positions are volunteer positions. Board members will not receive either direct or indirect compensation for their services as Board members. However, Board members may be reimbursed for authorized expenses related to their duties such as travel to Board meetings.

2. General Duties

- a. As a group, the Board of Directors is responsible for reviewing the effectiveness of its processes, reporting the results to the membership, and initiating any corrective actions that are needed. Such reviews should take place at least annually.
- b. The Board of Directors is empowered to manage the business of the League in accordance with good business practices.
- c. Individual Board members have the following responsibilities:
 - To attend and participate in Board meetings.
 - To support the activities and decisions of the Board of Directors.
 - To serve on committees and project teams as agreed.

- To report on the status and progress of their duties at all League and Board meetings or when asked by the President.

Section III.D — Officer Duties

1. President

The President shall:

- Schedule and chair all meetings of the League.
- Represent the League at any state and national meetings, or designate a replacement if he is unable to attend.
- Approve all official communications of the League before such communications are distributed beyond the Board of Directors.
- Appoint members to Standing Committees subject to approval by the Board of Directors.
- Appoint members and chairmen of all other committees and project teams.

2. Vice President

The Vice President shall:

- Chair the Protest and Appeals Committee and act as its spokesman.
- Submit written reports on all activities of the Protest and Appeals Committee to the Board of Directors.
- Act in place of the President in his absence.

3. Treasurer

The Treasurer shall:

- Be responsible for all aspects of the League's treasury.
- Submit a written budget for approval at the Annual General Meeting, and shall report any variations from the approved budget at all meetings.
- Develop policies and procedures to ensure good financial management of the League. Any such policies and procedures must be approved by the Board of Directors.
- File annual tax returns.

4. Secretary

The Secretary shall:

- Write and maintain the minutes for all meetings. Such minutes shall be distributed to the eligible attendees within two weeks of said meeting.
- Compose and send all official communications of the League.
- File annual corporation reports as required by law.
- Maintain a record of any additional duties of the officers and the Board. This record must be approved by the Board of Directors and made available to any member team that requests it.

Section III.E — Other Board Member Duties

1. Registrar

The Registrar shall:

- Collect all registration materials.
- Collect and track all registration fees and team fines.
- Maintain the list of teams and players on the League website.
- Register all teams and players with the appropriate affiliated organizations.

- 2. Referee Coordinator** The Referee Coordinator and/or his designee(s) shall:
- Assign referees to all League games.
 - Investigate any complaints about referee performance.
 - Work to enhance the quality of the League's referees.
- 3. Immediate Past President** The Immediate Past President shall:
- Chair any meeting when the President and Vice President are unable to attend.
 - Subject to his availability and ability, assist the President as requested.
- 4. Division Directors**
- Division Directors shall ensure that:
 - The schedules posted on the League website correspond with the referee assignments.
 - The standings on the League web site are correct.
 - Players do not participate in any games for which they are not eligible.
 - Issues raised by managers are handled in a timely manner.
 - Member teams and their players observe League rules.
 - Division Directors shall also:
 - Act as the primary contact between the League and the member teams in their divisions.
 - Facilitate communication among the member teams in their divisions.

Section III.F — Board Meetings

- 1. Meetings**
- Board meetings are held as needed, and at times, places, and means as directed by the President. Meetings may be held in person or via teleconference.
 - A majority of the Board of Directors may convene a Board meeting.
 - Board members will be notified of all meetings at least ten (10) days before the meeting via electronic mail at their last known primary address.
- 2. Quorum and Voting Rules**
- A quorum consists of a simple majority of the Board (officers, directors, and appointees).
 - The Board acts by majority vote of the quorum except where stated otherwise in this Constitution.
 - No single person shall be counted more than once in determining a quorum, and no single person shall cast more than one (1) vote.
- 3. Records of Board Meetings** The Secretary will post meeting minutes on the League's website.

4. Conduct of Meetings

All meetings of the Board of Directors shall be held in accordance with the current edition of Robert's Rules of Order.

Article IV. Committees

Section IV.A — Establishing Committees and Project Teams

1. Types of Committees

- a. The League has Standing Committees and Ad Hoc Committees (subsequently called project teams) to assist in conducting the business of the League.
- b. Standing Committees have an ongoing role and are established through this Constitution. They are permanent even though their members will change. Their work may occur on a regular basis or as needed. The President will appoint the members and Chairs of Standing Committees subject to approval by the Board of Directors.
- c. Project teams are created to perform a specific task and are dissolved when their work is done. The project is temporary, and its members will typically remain with the project for its duration. The Board may create projects through motions or through actions of the President. The party that creates the project will appoint a project manager and may or may not appoint additional team members. Project managers may recruit additional team members as needed.

2. Who May Serve

- a. Any player or manager in the League may serve on a Standing Committee.
- b. Anyone may serve on a project team.

Section IV.B — Standing Committees

1. Standing Committees

The League has the following Standing Committees:

- a. Nominating Committee
- b. Finals Committee
- c. Protest and Appeals Committee
- d. Player Conduct Committee

2. Conditions and Terms of Service

- a. The members of a Standing Committee are appointed or reaffirmed after each Board election by Board vote.
- b. Committee members serve from the date of appointment until the next election.
- c. Only Board members shall serve on the Player Conduct Committee.

3. Powers and Duties of Standing Committees

Standing Committees:

- a. Meet at least once annually at the call of their Chair.
- b. Establish the rules and procedures for carrying out their work, subject to Board approval.
- c. At their own discretion, or when instructed by the Board, periodically review and, when needed, amend their rules and procedures, subject to Board approval.

d. Report annually in writing to the Board.

Section IV.C — Project Teams

- 1. Creating and Naming** The Board or the President may establish project teams to assist with the operation of the League. The project should be given a name that reflects its desired output.
- 2. Conditions and Terms of Service** A project manager will be appointed when the project is authorized. The project manager will select team members as needed.
- 3. Powers and Constraints** The powers and constraints of the project will be established when the project is authorized.

Article V. Amendments

Section V.A — Power and Process to Amend the Constitution

- 1. Power to Amend**
 - a. The League may amend this Constitution when and as deemed necessary for the effective management of the affairs of the League.
 - b. An administrative change that does not affect the intent of the Constitution can be approved by the Board.
 - c. A two-thirds (2/3) vote of member teams present and voting is required to pass an amendment.
 - d. When the Board determines that changes are so numerous that voting on individual amendments is impractical, the Board may direct that a member vote be held to replace the current Constitution with a revised version. A two-thirds (2/3) vote of member teams present and voting is required to pass a revised Constitution.
- 2. Who May Propose Amendments**

Amendments may be proposed by:

 - a. The Board at any time.
 - b. Standing Committees with Board approval.
 - c. A petition signed by ten (10) or more members.
- 3. Amendment Process**
 - a. Constitutional changes may be made at a General Meeting or a Special Meeting.
 - b. Proposed changes to the Constitution must be submitted in writing to the Secretary of the League three (3) weeks prior to the relevant Meeting.

Section V.B — Power and Process to Revise League Rules

- 1. Power to Amend**
 - a. Changes to the League Rules may be approved by the Board at a Board Meeting, or by the Membership at a General or Special Meeting.
 - b. A simple majority is required to approve a revision.
- 2. Who May Propose Revisions**

Revisions to League Rules may be proposed by:

 - a. The Board at any time.
 - b. Standing Committees with Board approval.
 - c. A petition signed by ten (10) or more members.
- 3. Revision Process**
 - a. Changes to the League Rules may be approved at a Board Meeting, a General Meeting, or a Special Meeting.
 - b. Changes proposed by petition must be submitted in writing to the Secretary of the League three (3) weeks prior to the relevant Meeting.

Article VI. Dissolution

Section VI.A — Dissolution

1. **Dissolution**
 - a. The League may be dissolved at any time by a simple majority vote of its members at a General or Special Meeting.
 - b. If the League is dissolved for any reason, its net assets will be distributed in accordance with applicable law based upon a vote of the membership.

Document Control		
Date Approved	Section Affected	Summary of changes
15-Jun-2009	All	Start of version control
26-Aug-2013	II.D.4.a	Quorum requirement reduced from 50% of teams to 35% of teams. Approved at AGM.
28 Apr 2016	III.A.1.d III.B.5.a III.B.2.e III.B.6	Remove references to president emeritus Added board member emeritus Changes approved the March 2016 AGM
20 July 2018		Merged changes approved in 2013 back.
12 Sep 2018		Fixed footer, Document control