

IOWA NONPROFIT CORPORATION
BY LAWS OF
SOUTHEAST IOWA OFFICIALS ASSOCIATION

ARTICLE I. OBJECTS

A. Status. The Southeast Iowa Officials Association (hereinafter called the "Corporation") will conduct its activities to promote the purposes for which it was organized as set forth in the Articles of Incorporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. 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 any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on:

1. 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;
2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

B. Purposes. The purpose of the Southeast Iowa Officials Association shall be:

1. To promote outstanding officiating in all interscholastic, intercollegiate, and independent sports;
2. To aid officials in acquiring a thorough knowledge of the playing rules in all sports;
3. To promote uniformity in mechanics of officiating;
4. To propagate competent young officials to replace retiring officials;
5. To recommend officials to high schools and colleges for athletic contests;

To solicit and assign games for the members of this Corporation;

7. To encourage observance of the spirit and letter of playing rules and ethical codes on all occasions.

C. Membership

1. Requirements for new membership:

- a. Written application shall be made stating facts relative to training and experience as a competitor or official, sports in which the applicant is interested in officiating, and references as to character.
- b. Registration with the Iowa High School Athletic Association and/or the Iowa Girls High School Athletic Union.
- c. Approval by the appropriate Advisory Committee(s) of the Corporation, if an Advisory Committee exists.
- d. Approval of two-thirds of the members present at any regular, special, or annual meeting of this Corporation.
- e. Successful completion of the registration examination for the applicable sport or sports.
- f. Attendance at the Corporation membership meeting at which the application is considered
- g. Willingness to accept the decisions made by the majority of the membership.

2. Requirements for renewing membership:

- a. Payment of dues. Dues not paid by May 30 of each year shall cause membership to be dropped.
- b. Attendance every year at either the state meeting or the Corporation meeting in each sport worked by the official.
- c. Willingness to accept the decisions made by the majority of the membership.

D. Dues. Dues shall be determined by the Board of Directors.

E. Contracts. Officiating contracts shall be awarded only to members whose dues are

F. The Board shall have the authority to award academic scholarships to graduating high school students. Criteria and amounts for awarding such scholarships shall be determined by the board.

ARTICLE II. OFFICES

A. Principal Office. The principal office of the Corporation in the State of Iowa shall be located in the City of Burlington, County of Des Moines at 205 Washington Street, Suite 300. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

B. Registered Office. The registered office of the Corporation required by the Iowa Nonprofit Corporation Act, Chapter 5 04 A, Code of Iowa, to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS, MEETINGS, QUORUM

A. General Powers. The business and affairs of the Corporation, including the control and disposition of its property and funds, shall be managed by its Board of Directors unless otherwise set forth in these bylaws. The Board of Directors shall have sole authority to establish methods of contributions, accept or reject contributions, or to provide for any other restrictions, qualifications or levels relating to contributions which it in its sole discretion deems necessary, subject to applicable legal requirements.

In accepting gifts, bequests, and devises it is the intention that the directors will manage the affairs in such a manner as to comply with the meaning of the terms and limitations of the Articles of Incorporation and these Bylaws so that such actions will not jeopardize the federal income tax exemption of this Corporation pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or as may be amended.

B. Number, Tenure and Qualifications. The number of directors of the Corporation shall be eleven (11) and each shall serve for a term of two (2) years commencing with his or her election or until his or her successor shall have been elected and qualified. The Board shall consist of six(6) members elected "at large" and five(5) sport secretaries, one sport secretary elected by the members of each individual sport. Sport secretaries shall be elected for: baseball/softball, football, basketball, volleyball, and wrestling.

"At large" members shall not serve more than two(2) consecutive terms. **The limit of two terms for "at-large" members may be waived only if no member(s) names are placed into nomination for election for any vacant "at-large" board position(s).** The "at large" board members terms shall be staggered. Each "at large" board member shall be elected by a majority vote at the annual meeting of the members of the corporation. Sport Secretaries may serve an unlimited number of consecutive terms. For the 2003 election only, the top three vote getters in the "at large" election will have terms of two years and the next three vote getters will have terms of one year.

"C: "Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of members. Said regular meeting of the members shall be in April of each year. Said meeting shall serve as the initial business meeting of the Board of Directors and also of the general membership. Notice of the annual meeting shall be provided to the Board of Directors and each member as prescribed below in Section III. E. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Iowa, for the holding of additional regular meetings without other notice than such resolution!

D. Special Meetings. Special meetings of the Board of Directors or membership may be called by or at the request of the President or a majority of the directors or 20% of the paid membership. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors or membership called by them.

E. Notice. Notice of any special meeting shall be given at least fifteen (15) days previously thereto by written notice delivered personally or mailed to each director at his or her personal or business address. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

F. Quorum.

1. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.
2. For general membership meetings, 20% of the total current paid membership shall constitute a quorum.

G. Vacancies. Any vacancy occurring in the Board of Directors and, to the extent permitted; by law, any directorship to be filled by reason of an increase in the number of directors may be filled by election by a majority of the paid membership at a regular meeting. A director may be appointed by the remaining Board members until the next regular meeting of the membership. A director so appointed may be elected to serve the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

H. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

I. Informal Action by Directors. Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. For purposes hereof, facsimile signatures shall be adequate to show consent.

J. Resignation and Removal. Any director may at anytime resign by serving written notice thereof on the remaining directors. Membership on the Board of Directors may also be terminated by passage of a removal resolution of the Board of Directors after any director has missed more than three consecutive board meetings.

K. Compensation. Directors shall serve without compensation, except reasonable expenses may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain the services of a director other than in his or her capacity as a director and the director may be compensated for services so rendered as the Board of Directors may from time to time deem appropriate.

ARTICLE IV. OFFICERS AND SPORT SECRETARIES

A. Officers' Appointment and Term of Office. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. They shall be elected annually at the first meeting of the Board of Directors held after the annual meeting of the general membership. Each officer shall hold office until his or her successor shall have been duly appointed and shall have qualified or until his or her death or resignation.

B. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the provisions of these Bylaws with respect to the original appointment to such office.

C. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control-all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

D. Vice President. In the absence of the president or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

E. Secretary. The Secretary shall:

1. Keep the minutes of the Board of Directors 'meetings in one or more books provided for that purpose;
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
3. Be custodian of the corporate records.
4. Keep a register of the post office address of each member of the Board of Directors which shall be furnished to the Secretary by such member; and
5. In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

F. Treasurer. The Treasurer shall:

1. Have charge and custody of and be responsible for all funds and property of the Corporation;
2. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws;

3. Compile and distribute annually to each board member and member at the general membership meeting in April of each year a report of the activities of the Corporation, including a statement of receipts and expenditures; and
4. In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The Treasurer may be required to give a bond at the expense of the Corporation for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
5. Arrange for an annual review and report of finances. G.

Sport Secretaries. The sport secretaries shall:

1. Conduct correspondence concerning the particular sport and make recommendations for officials from the members of the association;
2. Send out lists of member officials qualified to work in the particular sport;
3. Arrange for and sign contracts in the respective sports on behalf of the Corporation;
4. Appoint an Advisory Committee (Advisory Committees are not required but may be formed at the discretion of the Sport Secretary or the membership representing the sport.)
5. Call, preside, and keep minutes at Advisory Committee meetings;

H. Resignation. Any officer may at anytime resign by serving written notice thereof on the Board of Directors. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and, unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

I. Removal. Any officer may be removed by the Board of Directors wherever in its judgment the best interests of the corporation will be served thereby. Any officer holding the position of President, Vice President, Secretary, Treasurer or Sport Secretary shall automatically be removed if the individual holding the subject office is no longer a member of the Corporation due to death, resignation or removal.

J Salaries. The President, Vice President, Secretary and Treasurer shall serve without compensation, except that reasonable expenses shall be paid. Sport secretaries shall be compensated. The amount of compensation shall be determined by the board.

ARTICLE V. INDEMNIFICATION

A. Indemnification. The Corporation shall indemnify any person who was or is a party or *is* threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action *by* or in the right of the Corporation) by reason of the fact that he or she is or was a member, director, officer, employee, volunteer or agent of the corporation, or is or was serving at the request of the Corporation as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such serving as a member, director, officer, employee or agent of another corporation shall be at the request of the Corporation referred to herein and shall be as "serving on behalf of or at the Corporation's request". *

1. The indemnification shall be against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.
2. The indemnification shall apply only if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.
3. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.
4. The indemnification shall not apply if specifically prohibited by these Bylaws or in Chapter 504 A of the Code of Iowa at the time the indemnification is sought by the member, director, officer, employee, volunteer or agent of the Corporation.

B. Indemnification: Further Provisions If a member, director, officer, employee, volunteer, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section V.A., or in defense of any claim issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonable incurred by him or her in connection therewith.

1. Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in Section V. A. Such determinations shall be made:

- a. by the Board of Directors by a majority vote of a quorum consisting of "directors not parties to such action, suit or proceedings, or
 - b. in a written opinion by special independent counsel selected by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or
 - c. if the requisite quorum of the full Board of Directors cannot be obtained through disinterested directors, in a written opinion by special legal counsel selected by a majority vote of the full Board of Directors in which directors who are parties may participate.
2. Expenses incurred by defending a civil or criminal action, suit or proceedings, upon receipt of an undertaking, that are authorized in the manner provided in this Section V.B., and paid on behalf of such person, shall be repaid to the Corporation if it is ultimately found that such person did not act in good faith and did not meet *the* applicable standard of conduct set forth in Section V.A.
3. The indemnification and advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses provided herein may be entitled under any other provision in the Articles of Incorporation or Bylaws, any agreement, any vote of members or disinterested directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses.
4. No person shall be provided indemnification by any provision of the Articles of Incorporation or Bylaws, by any agreement, or otherwise, for any breach of a duty of loyalty to the corporation or its members, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit.
5. The indemnification provided herein shall continue to a person who has ceased to be a member, director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person.
6. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the Corporation's request, against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions hereof.

VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

A. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the membership. Such authority may be general or confined to specific instances. The Corporation shall make no loan to any officer or director of the corporation.

C. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer and another officer of the corporation, if more than \$100.00. Checks for \$100.00 or less may be signed by the Treasurer only.

D. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

ARTICLE VII. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Articles of Incorporation or under the provisions of the Iowa Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. For purposes hereof, facsimile signature shall be adequate to show consent for such waiver.

ARTICLE VIII. COMMUNICATION

The SIOA website may be utilized as an official means of notice to members.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation shall proceed under a calendar year.

ARTICLE X. SEAL

The Corporation shall have no corporate seal.

ARTICLE XI. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the members at any regular or special meeting of the Board of Directors provided that a minimum of thirty (30) days' notice in writing of the character of the proposed alteration, amendment or repeal is given to all members.

ARTICLE XII. COMMITTEES OF THE BOARD OF DIRECTORS

A. General. The President, with the Board of Directors' concurrence, may establish and appoint standing and special committees as shall be deemed desirable for the endeavors of the Corporation. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of the Board of Directors. Upon the completion of the task(s) assigned to any special committee, the special committee shall be discharged.

B. Committee Membership. Persons who are not directors or officers of the Corporation may be appointed to serve on standing or special committees. All standing or special committee members shall serve at the pleasure of the Board of Directors. The Board of Directors shall review and reappoint persons to membership on all standing and special committees at the Board of Directors' annual meeting.

C. Reports. Except as otherwise provided in the Board of Directors' resolution approving the establishment and appointment of a standing or special committee, all committees shall maintain written minutes of their meetings which shall be available to the Board of Directors. Each committee shall report in writing to the Board of Directors as necessary and shall, at a minimum, submit a written report of the committee's activities at the Board of Directors' annual meeting.

D. Meetings All committees shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.

These By-Laws have been approved and attested to by the general membership at a properly called meeting, by a majority or greater vote this 22th day of April _____, 2003.

President, Southeast Iowa Officials Association (The Corporation)

Secretary, Southeast Iowa Officials Association (The Corporation)