



AMENDED and RESTATED BY-LAWS

OF

Minneapolis Officials Association

**ARTICLE 1.
ORGANIZATION**

1.1. **NAME.** The name of the corporation shall be **Minneapolis Officials Association.**

1.2. **REGISTERED OFFICE.** The registered office of the corporation is located at the address of the president.

1.3. **OTHER OFFICES.** The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE 2.
NONPROFIT PURPOSES**

2.1. **IRS SECTION 501(c)(6) PURPOSES.** The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code.

2.2. **SPECIFIC OBJECTIVES AND PURPOSES.** The specific objectives and purposes of the corporation shall be to develop and administrate qualified sports officials for the benefit of the general public and to maintain and improve the standards of officiating in football and basketball. Substantially all of the activities of the corporation shall be for such purposes.

**ARTICLE 3.
POWERS**

3.1. The powers of the corporation shall be as follows:

3.1.1. To promulgate rules, regulations and standards governing the rights and obligations of members.

3.1.2. To promote and encourage the use of its members in athletic contests.

3.1.3. To engage in such fundraising activities as are necessary to meet operating expenses of the corporation.

3.1.4. To carry on all other business not specifically herein above mentioned and not inconsistent with the law or the above-stated purpose of the corporation.



ARTICLE 4. MEMBERS

4.1. DETERMINATION AND RIGHTS OF MEMBERS. The corporation shall have only two classes of members. No member shall hold more than one membership in the corporation. The two classes of membership shall be referred to as “active” and “honorary.” All classes of members have the right to a proportionate share of any and all games obtained by the corporation through its agents as determined by his or her competence and experience. If any member shall dispute any matter regarding assignments of games, he or she may appeal in writing to the Assignment Secretary. In the event a dispute remains following appeal to the Assignment Secretary, then appeal shall be made to the Board of Directors jointly by the aggrieved member and the Assignment Secretary. The majority vote of the Board of Directors shall settle the dispute.

4.2. QUALIFICATIONS OF MEMBERS. Subject to Section 3 below, the qualifications for membership in the corporation are as follows:

4.2.1. Active Member. To qualify as an active member of the corporation, the individual must be a registered official with MSHSL.

4.2.2. Honorary Member. To become an honorary member of the corporation, the individual must be recognized by the Board of Directors as an individual that has made significant efforts on behalf of the corporation.

4.3. ADMISSION OF MEMBERS. Applicants shall be admitted to membership as follows:

4.3.1. Admission of Active Members. All individuals qualifying for active membership shall submit a written application to the corporation’s Treasurer along with the applicable application fee and shall have complied with any additional requirements established by the Board of Directors. Said admission shall be subject to approval of the Board of Directors.

4.3.2. Admission of Honorary Members. Honorary membership is bestowed on any individual by a majority vote of the Board of Directors.



4.4. FEES AND DUES.

4.4.1. A fee will be charged for making application for membership in the corporation. This fee will be set by the Board of Directors from time to time.

4.4.2. There will be annual dues payable to the corporation by active members. The annual dues will be set and adjusted by the Board of Directors from time to time.

4.5. NUMBER OF MEMBERS. There is no limit on the number of members the corporation may admit.

4.6. MEMBERSHIP ROSTER. The corporation shall keep a membership roster containing the name and address of each member. Termination of the membership of any member shall be reflected in the roster. Such roster shall be kept at the corporation's principal office or maintained electronically.

4.7. NON-LIABILITY OF MEMBERS. A member of the corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

4.8. NON-TRANSFERABILITY OF MEMBERSHIPS. No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

4.9. TERMINATION OF MEMBERSHIP. The membership of a member shall terminate upon the occurrence of any of the following events:

4.9.1. Upon his or her written notice of such termination delivered to the President or Secretary of the corporation personally or by mail. Such membership to terminate upon the date specified in the notice or, if no date is specified, upon the date of delivery of the notice or date of deposit in the mail.

4.9.2. If the corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

4.9.3. For reasonable cause, as determined by a majority vote of the Board of Directors, after providing the member with reasonable written notice and an opportunity to be heard either orally or in writing. Any person expelled from the corporation shall receive a pro rata refund of dues already paid for the current dues period.



All rights of a member in the corporation shall cease on termination of membership as herein provided.

4.10. MEMBERSHIP RESPONSIBILITIES. The members of the corporation are responsible for the following:

4.10.1. All members must be current in his or her dues to be assigned games by the Assignment Secretary.

4.10.2. In the event that any member fails to pay his or her dues timely, then a late fee will be assessed. The late fees will be set and adjusted by the Board of Directors from time to time.

4.10.3. All members are independent contractors, not employees.

4.10.4. All members shall assume the responsibility of checking with fellow officials assigned and provide advance notice to the schools of the date and time of arrival in forthcoming games.

4.10.5. Each member must attend the annual meeting and other meetings of the sport for which he or she officiates. Excused absences must be made to the Secretary prior to the meeting.

4.10.6. Members will honor all contracts except for illness, family emergency or additional responsibilities connected with the primary occupation of each member.

4.10.7. In the event any member of the corporation fails to honor his or her football/basketball contract assigned by the corporation, said member will be assessed a fine equal to the game fee. Appeals shall be made in writing to the Board of Directors.

ARTICLE 5. MEETINGS OF MEMBERS

5.1. PLACE OF MEETINGS. Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the President. Upon reasonable determination by the Board of Directors, a meeting of the members may be conducted electronically or remotely, so long as all members are able to hear all other members and other attendees of such meeting. In the event of an electronic or remote meeting of the members, votes may be undertaken by voice vote, by secret or open electronic ballot, or by such other means as reasonably determined by the President.

5.2. REGULAR MEETINGS. Regular meetings of members shall be held prior to the beginning of each football and basketball season. The calendar schedule for these meetings will be published on the corporation's website. The annual meeting will be held for the purpose of electing directors and transacting other business as may come before the meeting. The



candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote for each director being elected, with voting being by ballot only, whether or not by proxy.

5.3. **SPECIAL MEETINGS OF MEMBERS.** Special meetings of the members shall be called by the Board of Directors or the President of the corporation or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members. Any special meeting may be held by conference call, subject to the corporation's meeting rules.

5.4. **NOTICE OF MEETINGS.** Unless otherwise provided by the Articles of Incorporation, the By-laws or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, either personally or by mail or electronically, by or at the direction of the President, the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone, e-mail or by facsimile, and shall be deemed to be delivered immediately upon sending.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Board of Directors at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of the corporation under provisions of the Articles of Incorporation, the By-laws or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

5.5. **QUORUM FOR MEETINGS.** A quorum shall consist of a majority of the active members of the corporation present at the meeting.

Except as otherwise provided under the Articles of Incorporation, the By-laws or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

5.6. **MAJORITY ACTION AS MEMBERSHIP ACTION.** Every act or decision done or made by a majority of active and honorary members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, the By-laws or provisions of law require a greater number.



5.7. VOTING RIGHTS. Each active and honorary member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings may be by voice vote, except in the case of the election of directors and officers, which shall be by written ballot.

5.8. ACTION BY WRITTEN BALLOT. Except as otherwise provided under the Articles of Incorporation, the By-laws or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- 5.8.1. set forth the proposed action;
- 5.8.2. provide an opportunity to specify approval or disapproval of each proposal;
- 5.8.3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
- 5.8.4. specify the date by which the ballot must be received by the corporation in order to be counted. The date shall afford members a reasonable time within which to return the ballots to the corporation.

The ballot may be distributed to members by e-mail or the corporation's website provided first, that member has previously consented in writing or by e-mail to accept distribution of ballots through electronic communication, and second, if the member has consented to receive ballots through the corporation's website, that a separate notice be sent to the member by mail or email

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

5.9. CONDUCT OF MEETINGS. Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the President-Elect, or if not present the Past President. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.



Meetings shall be governed by the principles of parliamentary procedure, as such rules may be revised from time to time, insofar as consistent with the Articles of Incorporation, the By-laws or with provisions of law.

ARTICLE 6. DIRECTORS

6.1. **NUMBER.** The corporation shall have ten (10) directors, as well as Assignment Secretaries (non-voting members) and collectively they shall be known as the Board of Directors.

6.2. **QUALIFICATIONS.** Directors shall be of the age of majority (18) in this state and shall be a member in good standing of the Corporation.

6.3. **POWERS.** Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these By-laws relating to action required or permitted to be taken or approved by the members, if any, of the corporation, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

6.4. **DUTIES.** It shall be the duty of the directors to:

6.4.1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these By-laws;

6.4.2. Appoint and remove, employ and discharge and, except as otherwise provided in these By-laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

6.4.3. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;

6.4.4. Meet at such times and places as required by these By-laws;

6.4.5. Hire the Assignment Secretaries for the corporation.

6.5. **TERM OF OFFICE.** Each director shall hold office for a period of three (3) years and until his or her successor is elected and qualifies. A director may hold office for successive terms.

6.6. **COMPENSATION.** Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.



6.7. PLACE OF MEETINGS. Meetings shall be held at such place as may be designated from time to time by resolution of the President. Upon reasonable determination by the President, a meeting of the Board of Directors may be conducted electronically or remotely, so long as all Directors are able to hear all other Directors and other attendees of such meeting. In the event of an electronic or remote meeting of the Board of Directors, votes may be undertaken by voice vote, by secret or open electronic ballot, or by such other means as reasonably determined by the President.

6.8. REGULAR MEETINGS. Regular meetings of directors shall be held at least three (3) times per year. The President shall be responsible to schedule and notify the directors of the date and time of the regular meetings.

6.9. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, the Secretary, by any two directors or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board of Directors. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting. The special meeting may be conducted by conference call or the corporation's website, provided such method will allow directors to communicate with each other on a substantially simultaneous basis.

6.10. NOTICE OF MEETINGS. Unless otherwise provided by the Articles of Incorporation, these By-laws or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

6.10.1. Regular Meetings. The President shall provide at least one (1) week prior notice to each director of any regular meeting of the Board of Directors.

6.10.2. Special Meetings. At least one (1) week prior notice shall be given by the President or designate to each director of each special meeting of the Board of Directors. Such notice may be oral or written, may be given personally, by first class mail, by email, by telephone or by facsimile, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

6.11. QUORUM FOR MEETINGS. A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these By-laws or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

6.12. MAJORITY ACTION AS BOARD ACTION. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these By-laws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.



6.13. **CONDUCT OF MEETINGS.** Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the President-Elect, or if not present, the Past President. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by the principles of parliamentary procedure, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these By-laws or with provisions of law.

6.14. **VACANCIES.** Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these By-laws or provisions of law, vacancies on the Board of Directors shall be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board of Directors may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board of Directors shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

6.15. **NON-LIABILITY OF DIRECTORS.** The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

6.16. **INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS.** The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

6.17. **INSURANCE FOR CORPORATE AGENTS.** Except as may be otherwise provided under provisions of law, the Board of Directors may authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these By-laws or provisions of law.



6.18. REMOTE PARTICIPATION. Participation by a director (including all directors) in a meeting by conference call constitutes presence at the meeting.

The Board of Directors may act by email vote provided: 1) the vote is unanimous; and 2) the vote is ratified and approved at the next regular or special meeting of the Board of Directors.

ARTICLE 7. OFFICERS

7.1. DESIGNATION OF OFFICERS. The officers of the corporation shall be a President, President-elect or Past President, Secretary, Treasurer and one (1) or more Assignment Secretaries. The corporation may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

7.2. ELECTION AND TERM OF OFFICE. Officers shall be elected by the active and honorary membership at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her term expires as provided in these By-laws and his or her successor shall be elected and qualified, whichever occurs first.

7.3. REMOVAL AND RESIGNATION. Any officer may be removed, with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

7.4. VACANCIES. Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy shall be filled temporarily by appointment by the President until such time as the Board of the Directors shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

7.5. DUTIES OF PRESIDENT. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these By-laws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-laws, he or she shall, in the name of the corporation, execute such



deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

The term of the President shall be limited to two (2) years.

7.6. DUTIES OF PRESIDENT-ELECT AND PAST PRESIDENT. The President-Elect or Past President shall assist the President in his or her performance of the President's duties, and in the absence of the President, or in the event of his or her inability or refusal to act, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions on, the President. The President-Elect will serve in such capacity for one (1) year, after which time he or she will become the President. The Past President will serve a one (1) year term in this capacity from the time his or her term ends as the President.

7.7. DUTIES OF SECRETARY. The Secretary shall:

7.7.1. Certify and keep at the principal office of the corporation the original, or a copy, of these By-laws as amended or otherwise altered to date.

7.7.2. Keep at the principal office of the corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

7.7.3. See that all notices are duly given in accordance with the provisions of these By-laws or as required by law.

7.7.4. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these By-laws, to duly executed documents of the corporation.

7.7.5. Keep at the website of the corporation a membership roster containing the name of each and any member and, in the case where any membership has been terminated, he or she shall remove said member from the roster.

7.7.6. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the By-laws, the membership roster and the minutes of the proceedings of the directors of the corporation.

7.7.7. Be responsible for maintaining and making timely updates to the corporation's website.



7.7.8. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Article of Incorporation, by these By-laws, or which may be assigned to him or her from time to time by the Board of Directors.

The Secretary will serve a term of three (3) years.

7.8. DUTIES OF TREASURER. The Treasurer shall:

7.8.1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

7.8.2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever, including all application fees and member dues.

7.8.3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

7.8.4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

7.8.5. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

7.8.6. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

7.8.7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

7.8.8. Provide a report to the corporation's members at least once per year at a regular meeting of the members regarding the financial status of the corporation.

7.8.9. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these By-laws, or which may be assigned to him or her from time to time by the Board of Directors.

The Treasurer shall serve a term of three (3) years.



7.9. DUTIES OF ASSIGNMENT SECRETARY. The Assignment Secretary will be hired by the Board of Directors. There may be one or more Assignment Secretaries for football and for basketball. Each Assignment Secretary will serve at the discretion of the Board of Directors and shall:

7.9.1. Act as the business agent for the corporation in obtaining and assigning games to the members;

7.9.2. Correspond and represent the corporation with all leagues or conferences to obtain games for the corporation;

7.9.3. Make a concerted effort to solicit games in their assigned sport;

7.9.4. Be available to the members to resolve assignment conflicts or changes;

7.9.5. Keep a record of assignments for their assigned sport;

7.9.6. Report to the Board of Directors prior to the regular meetings (This report shall include assignments, reasons for non-assignments and any problems members have with the Assignment Secretary.);

7.9.7. Submit to the Treasurer a voucher of any expenses incurred; and

7.9.8. Attend all member meetings and Board of Directors meetings.

7.10. COMPENSATION. Stipends, if any, paid to officers and Assignment Secretaries, shall be fixed from time to time by resolution of the Board of Directors. In all cases, stipends paid to officers and Assignment Secretaries shall be reasonable and given in return for services actually rendered to or for the corporation.

ARTICLE 8. COMMITTEES

8.1. EXECUTIVE COMMITTEES. The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of directors and may delegate to such committee the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided by provisions of law.

By a majority vote of its members, the Board of Directors may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the



corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

8.2. **OTHER COMMITTEES.** The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board of Directors.

8.3. **MEETINGS AND ACTION OF COMMITTEES.** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-laws concerning meetings of the Board of Directors, with such changes in the context of such By-law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-laws.

ARTICLE 9. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

9.1. **EXECUTION OF INSTRUMENTS.** The Board of Directors, except as otherwise provided in these By-laws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

9.2. **CHECKS AND NOTES.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer.

9.3. **DEPOSITS.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

9.4. **GIFTS.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the non-profit purposes of the corporation.



ARTICLE 10.
CORPORATE RECORDS, REPORTS AND SEAL

10.1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep at its principal office:

10.1.1. Minutes of all meetings of directors, committees of the Board of Directors and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

10.1.2. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

10.1.3. A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

10.1.4. A copy of the corporation's Articles of Incorporation and By-laws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

10.2. CORPORATE SEAL. The Board of Directors may adopt, use, and at will alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

10.3. DIRECTORS' INSPECTION RIGHTS. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of the corporation as may be required under the Articles of Incorporation, other provisions of these By-laws and provisions of law.

10.4. MEMBERS' INSPECTION RIGHTS. Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

10.4.1. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.



10.4.2. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

10.4.3. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the Board of Directors or committees of the Board of Directors, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of the corporation as may be required under the Articles of Incorporation, other provisions of these By-laws and provisions of law.

10.5. **RIGHT TO COPY AND MAKE EXTRACTS.** Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

10.6. **PERIODIC REPORT.** The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of the corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 11. IRC 501(c)(6) TAX EXEMPTION PROVISIONS

11.1. At all times shall the following operate as conditions restricting the operations and activities of the corporation:

11.1.1. No part of the net earnings of the corporation shall inure to any member, director or officer of the corporation, nor to any other private individual, excepting solely such reasonable stipends that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

11.1.2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.



11.1.3. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

11.1.4. The corporation shall not lend any of its assets to any officer or director of the corporation or guarantee to any person the payment of a loan by an officer or director of the corporation.

11.1.5. The corporation shall not be engaged in a regular business of a kind ordinarily carried on for profit, even if the business is operated on a cooperative basis or produces only sufficient income to be self-sustaining.

ARTICLE 12. AMENDMENT OF BY-LAWS

These By-laws, or any of them, may be altered, amended, or repealed and new By-laws adopted by a majority vote of the members entitled to vote at any regular or special meeting. In the event that the active members of the corporation vote to replace the By-laws and adopt new By-laws, the President shall appoint a committee of five (5) members to undertake to revise the By-laws. This committee shall be headed by a Chairperson who will be responsible for providing a report on each of the articles or sections of the proposed replacement of the By-laws. Each article or section is then automatically open to debate and amendment before each subsequent article is considered. The amendment of a proposed article or section shall be adopted by a majority vote of the active members of the corporation.

ARTICLE 13. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these By-laws and the Articles of Incorporation of the corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these By-laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-laws shall be unaffected by such holding.

All references in these By-laws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the corporation filed with an office of this state and used to establish the legal existence of the corporation.

All references in these By-laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.



ADOPTION OF BY-LAWS

By vote of the Board of Directors and vote of the members, as required herein, these By-laws were adopted on the date specified below.

Dated: December 14, 2020

/s/ Bryan J. Kemnetz
Bryan J. Kemnetz, Secretary

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