

BYLAWS
OF
INDIANA OFFICIALS ASSOCIATION, INC.

ARTICLE I

Membership

Section I.1. Members. As provided in the Articles of Incorporation, members of the Indiana Officials Association, Inc. (the "Corporation") shall include Active Members, Inactive Members and Honorary Members. Membership is open to individuals who meet the specific requirements enumerated below.

Section I.2. Active Members. An Active Member may be any Probationary, Registered, Certified or Professional licensed official with and as defined by the Indiana High School Athletic Association (IHSAA). All Active Members are expected to attend the meetings of the Corporation and should refer to the current IHSAA Officials' Handbook for IHSAA expectations and guidelines regarding attendance at meetings of local associations. Any Active Member may suggest, in writing, an individual for recognition as an Honorary Member. Such recommendations shall be directed to the Board of Directors and shall include a detailed explanation of the reason(s) for the nomination. Each Active Member in good standing shall be entitled to one (1) vote, exercisable in person or by proxy, on each matter submitted to the membership for a vote, including the election of the Board of Directors.

Section I.3. Inactive Members. An Inactive Member may be any official who has been an Active Member for at least three (3) years, unless a physical disability prevents the individual from

meeting this requirement. An Inactive Member does not have to be licensed by the IHSAA. Inactive Members of the Corporation are non-voting members.

Section I.4. Honorary Members. An Honorary Member may be any "nonofficial" nominated by an Active Member or a member of the Board of Directors and unanimously approved by the Board of Directors in recognition of that person's contributions to athletics and/or officiating. Persons so honored shall be listed in a special section of the annual membership book. Honorary Members of the Corporation are non-voting members.

Section I.5. Benefits and Privileges of Membership. All members of the Corporation shall be permitted to wear the Corporation's emblem and patch. Members will be entitled to any other benefits stipulated by the Board of Directors.

Section I.6. Code of Ethics and Professional Conduct. As IHSAA licensed officials, the members of the Corporation shall comply with and conform to the IHSAA directives regarding ethical, moral and professional conduct as embodied in the current IHSAA Officials Handbook. A copy of the current Code of Ethics is attached hereto as Exhibit A.

Section I.7. Membership Certificates. The Corporation will not have membership certificates unless otherwise authorized by the Board of Directors. The form of any such certificate, if authorized, shall be prescribed by the Board of Directors.

Section I.8. Duration of Membership; Resignation. Membership in the Corporation may terminate by voluntary resignation as herein provided, or as otherwise provided in these Bylaws or by law. All rights and privileges of a member in the Corporation shall cease on the termination of membership. Any member may voluntarily resign at any time upon fair and reasonable notice to the Corporation. Any such notice shall be presented to the Board of Directors at the next

succeeding meeting of the Board of Directors. Resignation of a member shall be effective when notice is so given, unless the notice is in writing and provides for a later effective date. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made before such resignation, including any unpaid dues, fees or assessments.

Section I.9. Suspension and Termination. A membership may be terminated or suspended only under a procedure that is fair and reasonable and carried out in good faith, as provided by law. Sufficient cause for suspension or termination of voting membership shall include, but not be limited to, violation of these Bylaws, nonpayment of dues, fees or assessments, if any, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation. Suspension or termination shall be recommended by the Membership Committee to the Board of Directors as provided in Section 3.11. A majority vote of the Board of Directors is necessary to approve the suspension or termination of any membership.

Section I.10. Dues, Fees, and Assessments. Subject to the Articles of Incorporation, all members shall be subject to dues and assessments as established by the Board of Directors. Dues shall be charged to Active Members and, in a lesser amount, to Inactive Members in amounts to be established annually by the Board of Directors. Members shall be notified annually that dues are payable by May 31st of each year. After May 31st, any member whose dues are not current shall be removed from the membership list.

ARTICLE II

Meetings of Members

Section II.1. Annual Meeting. The annual meeting of the members of the Corporation shall be held in March of each year, at a date, time and place to be determined by the President and approved by the Board of Directors, or at such other time as may be designated by the Board of Directors. Annual meetings of the members should be held within the earlier of six (6) months after the close of the fiscal year or fifteen (15) months after the Corporation's last annual meeting. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action or work any forfeiture or dissolution of the Corporation. Annual membership meetings shall be held at the place specified in the notice of the meeting; otherwise, such meeting shall be held at the Corporation's principal office. At the annual meeting of members, the President and the Treasurer/Recording Secretary, or their designees, shall report on the activities and financial condition, respectively, of the Corporation.

Section II.2. Regular Meetings. The Corporation may hold regular membership meetings at the times stated in or fixed by a resolution of the Board of Directors. Regular membership meetings shall be held at the place specified in the notice of the meeting; otherwise, such meeting shall be held at the Corporation's principal office.

Section II.3. Special Meetings. Special meetings of the members may be called by the President, by the Board of Directors, or by one or more petitions in writing signed, dated and delivered by more than one-half (1/2) of the votes entitled to be cast at the proposed special meeting. Such petition or petitions must demand a special meeting and describe the purpose for which the

meeting is to be held. Special membership meetings shall be held at the place specified in the notice of meeting; otherwise, such meeting shall be held at the Corporation's principal office.

Section II.4. Sport Meetings. Each individual sport represented shall hold meetings immediately prior to and during the season of that sport under the auspices of that sport's Sport Consultant. The Sport Consultant is responsible for conducting these meetings in an organized, pre-planned and sequential manner, maximizing the resources of the Corporation and of the IHSAA. Each Sport Consultant must submit the plans and agenda for these meetings, along with the time and place of the meetings, for approval by the Board of Directors.

Section II.5. Participation. A member may participate in an annual, a regular, or a special meeting of the members by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating by this means is considered to be present in person at the meeting.

Section II.6. Notice of Meetings. Written notice stating the place, date and time of any meeting of the members and, if the quorum of members for the meeting is less than one-third (1/3) or in the case of special meetings, or when otherwise required by law, a description of the purpose or purposes for which such meeting is called, shall be delivered or mailed (first class or registered) by the Corporation to each member of record entitled to vote at such meeting, at such address as appears on the records of the Corporation, at least ten (10) but not more than sixty (60) days before the date of such meeting, on being notified of the place, date and time thereof by the officers or persons calling the meeting. Notwithstanding the foregoing, action taken by the members shall not be invalidated, and notice shall not be considered improper, if notice, including oral notice, is given in a fair and reasonable manner.

Section II.7. Waiver of Notice. Notice of any meeting may be waived in writing by any member before or after the date and time of the meeting, if the waiver is signed by the member and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives any valid objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section II.8. Voting Rights. Except as may otherwise be provided in the Articles of Incorporation, each Active Member of record of the Corporation shall be entitled to one vote on each matter voted on by the members.

Section II.9. Date of Determination of Voting Rights. The Board of Directors may fix a record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote or to take any other action; provided, however, that the record date may not exceed seventy (70) days prior to the meeting or action requiring a determination of members. In the absence of action by the Board of Directors to fix a record date as herein provided, the record date shall be the fourteenth (14th) day prior to the meeting or action requiring a determination of members.

Section II.10. Voting by Proxy. A member entitled to vote at any meeting of members may vote either in person or by proxy. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form personally or by a duly authorized attorney-in-fact of such member. (For purposes of this section, a copy of a signed proxy that has been telecopied shall

be deemed "signed" by the member.) An appointment of a proxy is valid for eleven (11) months, unless a longer or shorter period is specified in the appointment form. No proxy shall vote at any meeting of members unless the appointment form designating such proxy shall have been filed with the Treasurer or other officer or agent authorized to tabulate votes.

Section II.11. Quorum; Voting. At any meeting of members, twenty percent (20%) of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for action on the matter, unless a higher quorum shall be required by law, the Articles of Incorporation, or these Bylaws. Notwithstanding the foregoing, unless at least one-third (1/3) of the voting power is present in person or by proxy, the only matters that may be voted on at a meeting of the members are those matters that are described in the meeting notice. After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting. If a quorum exists, action on a matter other than the election of directors is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number is required by law, the Articles of Incorporation or these Bylaws. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

Section II.12. Voting List. The Corporation shall keep at all times, at the Corporation's principal office, a complete and accurate list of all members entitled to vote by the Articles of Incorporation of the Corporation. After fixing a record date for notice of a meeting, the Corporation shall prepare a list of the names of the Corporation's members who are entitled to notice of the members' meeting. The list must show the address and number of votes each member

is entitled to vote at the meeting. Subject to the limitations described below, the list of members must be available for inspection by a member for the purpose of communication with other members concerning the meeting, beginning five (5) business days before the date of the meeting for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at the place identified in the meeting notice where the meeting will be held, and the list must be available for inspection at any time during the meeting or any adjournment thereof. Subject to the limitations described below, a member may also inspect and copy, at any reasonable time and reasonable location specified by the Corporation, the Corporation's membership list if the member gives the Corporation written notice at least five (5) days before the member desires to inspect and copy the same; provided, however, the following conditions must exist:

- (a) the member's demand must be in good faith and for a proper purpose,
- (b) the member must describe with reasonable particularity the purpose of the inspection, and
- (c) the membership list must be directly connected with the purpose.

Notwithstanding the foregoing, the Corporation in any event may refuse to provide names or identifying information relating to contributors.

Section II.13. Conduct of Meetings. Meetings of members, including the order of business, shall be conducted in accordance with such rules as the Board of Directors may adopt.

Section II.14. Action by Written Ballot. Any action that may be taken at an annual, a regular, or a special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action.

Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. A solicitation for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked once received by the Corporation.

Section II.15. Action by Consent. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent which describes the action taken, is signed by the members representing at least eighty percent (80%) of the votes entitled to be cast on the action, and is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Requests for written consents must be delivered to all members entitled to vote. Action taken by written consent is effective when the last member necessary to meet the eighty percent (80%) requirement signs the consent, unless a prior or subsequent effective date is specified in the consent.

ARTICLE III

Board of Directors

Section III.1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section III.2. Number, Term, and Election. The Board of Directors shall consist of eleven (11) directors, four (4) of whom shall also serve as the President, Vice President, Treasurer and Secretary of the Corporation and the remaining seven (7) of whom shall be at-large directors elected from the remaining members of the Corporation. Additionally, the President-Elect of the Corporation shall serve as a non-voting member of the Board of Directors, having the same term as director as does the office of President-Elect. The members shall elect four (4) directors consisting of the President, Vice President, Treasurer and Secretary, each of whom shall be elected for a particular office at the time of election to the Board. The term as director of those directors who are also serving as officers shall correspond to that person's term as officer, as provided in Section 4.1 below. The term of office of the remaining seven (7) directors, who are elected from the remaining members of the Corporation, shall be staggered by dividing these six (7) directors into three (3) groups of two (2), two (2) and three (3) directors each. One group of these directors shall be elected at each annual meeting of the members.

The term of office of the group of three (3) directors shall expire at the first annual meeting of the members, the term of office of the first group of two (2) directors shall expire at the second annual meeting of the members, and the term of office of the second group of two (2) directors shall expire at the third annual meeting of the members.

Other than the initial directors, directors shall be elected by the following process. At least forty-five (45) days prior to the annual meeting of members, a slate of proposed directors shall be established by the Slating Committee, presented to the Board of Directors and mailed to the members in the form of a proposed ballot. The proposed ballot shall provide an opportunity for the members to nominate additional directors, provided such nomination is delivered in writing to the

Board of Directors at least thirty (30) days prior to the annual meeting of members. The election of directors shall take place at the annual meeting of the members and shall be conducted by secret ballot by the Active Members. Members not able to attend this meeting may request an absentee ballot from the Secretary, provided such request is made at least three (3) days prior to the meeting and the completed ballot is returned to the President prior to the meeting. Those candidates receiving a plurality of the vote of the Active Members for each position shall be elected to the Board of Directors. Any tie shall be resolved by means of a run-off vote between those who tied, also conducted by secret ballot. Those elected shall take office immediately prior to the adjournment of the meeting.

Despite the expiration of a director's term, the director continues to serve until a successor is elected and qualifies, or until there is a decrease in the number of directors.

Section III.3. Vacancies. Any vacancy among the directors caused by death, resignation, removal, increase in the number of directors or otherwise may be filled by a majority vote of the remaining members of the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at the later of the next annual meeting of the members, or at such time as a successor shall be duly elected and qualified.

Section III.4. Removal. Any director may be removed, for cause, upon a unanimous vote of the remaining members of the Board of Directors.

Section III.5. Annual Meetings. Unless the Board of Directors determines otherwise, the annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members, at the place where such meeting of members was held, for the purpose of

consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of an annual meeting.

Section III.6. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of: the presiding officer of the Board of Directors, the President, or twenty percent (20%) of the directors then in office and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by mail, telegram, facsimile transmission, or telephone. Oral notice is authorized. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or Corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section III.7. Quorum; Voting. One-third (1/3) of the directors in office when action is taken, but in no event fewer than two (2) directors, shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall

be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section III.8. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section III.9. Audit Committee. The Audit Committee shall consist of three (3) to five (5) Active Members of the Corporation, as appointed by the Board of Directors. The Audit Committee shall review and approve the finances of the Corporation on an annual basis. The Audit Committee shall issue its findings to the Board of Directors prior to the annual meeting of the members and a summary of its findings shall be posted at the annual meeting of the members.

Section III.10. Slating Committee. The Slating Committee shall consist of the members of the Board of Directors who are not candidates in the next election of directors, including the President-Elect. The President-Elect, although a non-voting members of the Board of Directors, shall be a voting member of the Slating Committee. The Slating Committee shall be chaired by the President-Elect or, if that office is vacant, by the President. It is the responsibility of the Slating Committee to establish a slate of candidates for election to the Board of Directors and to the office of President-Elect, if applicable in that year, and to present that slate to the Board of Directors, who shall then distribute the slate to the Active Members in accordance with the provisions of Section

3.2 together with the announcement of the annual meeting. The ballot must always allow for write-in candidates.

Section III.11. Membership Committee. The Membership Committee shall consist of five members of the Corporation, one of whom shall serve as chairperson, as appointed by the President. The Membership Committee shall: recommend the suspension or termination of members for cause to the Board of Directors; solicit and recruit members; assist with registration at all Corporation meetings; and assist with other Corporation functions and activities as directed by the President.

Section III.12. Publicity and Special Programs Committee. The Publicity and Special Programs Committee shall consist of five members of the Corporation, one of whom shall serve as chairperson, as appointed by the President. The Publicity and Special Programs Committee shall: promote and publicize the Corporation, its activities and events; assist with Corporation functions and activities as directed by the President; and solicit and organize members of the Corporation to carry out assigned activities or responsibilities.

Section III.13. Other Committees. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations, and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons

on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken.

ARTICLE IV

Officers

Section IV.1. Officers and Qualifications Therefor. The officers of the Corporation shall consist of a President, a President-Elect, a Vice President, a Treasurer and a Secretary.

Section IV.2. Terms of Office. Each officer of the Corporation shall be elected at the time of election to the Board of Directors in accordance with the provisions of Section 3.2, with the exception of the President-Elect, who shall be elected as provided in Section 4.3 below. The President, Treasurer, and Secretary shall hold office for a term of two (2) years and until a successor shall be duly elected and qualified, or until resignation, removal, or death. The President-Elect and Vice President shall hold office for a term of one (1) year and until a successor shall be duly elected and qualified, or until resignation, removal, or death. The office of President-Elect will be vacant during the first year of each President's term of office. A person who has served as President may not be elected to the office of President again until at least two (2) years have passed. A person who has served as Vice-President may not be elected to the office of Vice President again until at least one (1) year has passed. The offices of Treasurer and Secretary may be held by the same person from term to term without restriction.

Section IV.3. Election of President-Elect. The President-Elect shall be elected by the members at the annual meeting immediately preceding the beginning of the second year of the President's term of office. Such election shall be conducted in the same manner as the election of the Board of Directors, as provided in Section 3.2 above.

Section IV.4. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section IV.5. Removal. Any officer of the Corporation may be removed, for cause, upon a unanimous vote of the remaining members of the Board of Directors.

Section IV.6. Compensation. The Treasurer and the Secretary of the Corporation shall receive such compensation for his or her services in such office as may be fixed by action of the Board of Directors. The President, President-Elect and Vice President shall not be compensated.

ARTICLE V

Powers and Duties of Officers

Section V.1. President. The President, if present, shall preside at all meetings of the members and the Board of Directors. At each annual meeting of members, the President or the President's designee shall report on the activities of the Corporation. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation. The President shall: appoint all Sports Consultants with the approval of the Board of Directors; designate members to attend any IHSAA meetings; chair hearings regarding membership appeals; and, with the advice and consent of the other uncompensated officers, review and recommend to the Board of Directors the compensation program for the compensated officers. The President shall be the second authorized signatory for checks issued by the Corporation.

Section V.2. President-Elect. The President-Elect shall aid and assist with the activities of the Corporation as requested by the President. The President-Elect shall serve as a non-voting member of the Board of Directors and as a voting member and chairman of the Slating Committee. Subject to the general control of the Board of Directors, if the President is not present, the President-Elect shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe. Should the President become unable to fulfill the duties of the office, the President-Elect shall become the President of the Corporation.

Section V.3. Vice President. The Vice President shall be responsible for the management of any publications established by the Board of Directors for the Corporation, including the promotional advertisements. The Vice President shall receive bids for any printing for the activities of the Corporation and shall present those bids to the Board of Directors for their approval. The Vice President shall aid the President in overseeing and coordinating the activities and progress of any special activities and committees of the Corporation. Should both the President and the President-Elect become unable to fulfill the duties of the office of President, the Vice President shall become the President of the Corporation.

Section V.4. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall issue checks on behalf of the Corporation to meet any financial obligation and shall be one of two authorized signatories for checks issued by the Corporation. At each meeting of the Board of Directors, the Treasurer shall provide a current accounting report. At each annual meeting of the members, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the

Corporation. The shall provide the Audit Committee with the yearly report presented at the annual meeting of the members, along with detailed records for all income, expenditures, bills, receipts and bank statements. The Treasurer shall attend all meetings of the members and of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, providing copies thereof to the members of the Board of Directors and to the Sports Consultants shortly thereafter, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. The Treasurer shall have charge of and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the corporation with such depositories as the Board of Directors shall designate. The Treasurer shall receive notice of all debts of the Corporation and, after determining the validity of each, shall see to their timely payment. The Treasurer shall have custody of the books and records of the Corporation and in general shall perform all duties pertaining to the office of and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section V.5. Secretary. The Secretary shall attend and record attendance at all meetings of the Board of Directors, the members or any other committees of the Corporation and shall issue reports of attendance to the Board of Directors. The Secretary shall prepare, keep, or cause to be kept, a true and complete record and the proceedings of all meetings of the Board of Directors and provide copies thereof to the members of the Board of Directors and to the Sport Consultants in a timely fashion. The Secretary shall receive the correspondence of the Corporation and respond to such correspondence as directed by the President. The Secretary shall maintain an accurate and

current record of the schedules of the members and shall serve as a contact person for inquiries from schools regarding availability. The Secretary shall, after bids receive the approval of the Board of Directors, design and cause to be printed and mailed or distributed materials pertinent to the activities of the Corporation. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section V.6. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

ARTICLE VI

Miscellaneous

Section VI.1. Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section VI.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation

shall be executed on behalf of the Corporation by the President or President-Elect, and, if required, attested by the Secretary or an assistant executive secretary.

Section VI.3. Fiscal Year. The fiscal year of the Corporation shall begin on April 1st of each year and end on the immediately following March 31st.

ARTICLE VII

Amendments

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon. However, if the amendment proposed would affect the rights of the membership, the amendment must be approved by the majority vote of a majority of the members of the Corporation, as well. The Corporation must provide notice to the members of any meeting at which an amendment to the Bylaws affecting the members' rights is to be considered and voted upon.

EXHIBIT A

IHSAA CODE OF ETHICS

"Officials are expected to be of high moral character, unquestionable integrity, free of racial, religious, and personal bias."

A CODE OF ETHICS FOR ATHLETIC OFFICIALS

Believing that mine is an important part in the nationwide school athletic program, I pledge myself to act in accordance with these principles:

1. I will honor contracts regardless of possible inconvenience or financial loss.
2. I will study the rules of the game, observe the work of other officials and will at all times attempt to improve myself.
3. I will remember that while my work as an official is important, I must conduct myself in such a way that attention is drawn, not to me, but to the contestants playing the game.
4. I will dress and maintain my appearance in a manner benefitting the dignity and importance of the game.
5. I will shape my character and conduct so as to be a worthy example to the youth who play under my jurisdiction.
6. I will be fair and unbiased in my decisions, rendering these without regard to the score or next year's contract.
7. I will give my complete cooperation to the schools which I serve and to the State Association which I represent.
8. I will cooperate and be professional in my association with my fellow officials and will do nothing to cause them public embarrassment.
9. I will, in my actions on the field, be firm but not overbearing; courteous but not ingratiating; positive but never rude; dignified but never arrogant; friendly but not companionable; calm but always alert.
10. I will keep in mind that the game is more important than the wishes of any individual player or coach or the ambition of any individual official.
11. I will be prepared both physically and mentally to administer the game.
12. I will not smoke on or in the vicinity of the playing field, nor drink any alcoholic beverages on the day of the game.
13. I will not give any information which might be used by a team's future opponent nor will I visit with any player during time outs.