

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) or a person pursuing an avocation of sports officiating. 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 nominate, 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 individual 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. 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.8. Suspension and Termination. A membership may be terminated, suspended or other action as deemed necessary 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, termination or other action shall be recommended by the Membership Committee to the Board of Directors as provided in Section III.11. A majority vote of the Board of Directors is necessary to approve the suspension, termination or any other action taken in regards to membership status.

Section I.9. 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 considered to have voluntarily resigned their membership. Reinstatement of membership after

May 31st will require payment of any outstanding dues and late fees as established by the Board of Directors.

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. At the annual meeting of members, the President, Treasurer and Secretary, or their designees, shall report on the activities and financial condition, respectively, of the Corporation.

Section II.2. Special Meetings. Special meetings of the members may be called by the President, a majority of by the Board of Directors, or by one or more petitions in writing signed, dated and delivered to the President by more than one-third (1/3) 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.

Section II.3. 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 shall be 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.4. Participation. A member may participate in an annual 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.5. Notice of Meetings. Notice of any meeting of the Corporation shall be given at least ten (10) but not more than sixty (60) days before the date of such meeting by written notice delivered personally or sent by mail or email to each member at such address as appears on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email is sent to the email company. Said notice shall state the place, date and time and purpose of the membership 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.6. 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.7. 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.8. 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.9. 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 faxed or emailed 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.10. Quorum; Voting At Meeting. 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.11. Quorum; Electronic Voting. For any vote taken by electronic means, fifty percent (50%) of the votes entitled to be cast on a matter 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. The only matters that may be voted on via electronic means are those matters that are described in the notice of the vote. After a vote is presented for any purpose, the membership shall have no less than one (1) week and no greater than four (4) weeks to cast their vote. 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. The results of all votes by electronic means shall be presented by the Secretary to the membership at the next special or regular meeting of the membership.

Section II.12. Voting List. The Secretary of the Corporation shall keep at all times 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 or electronic vote, the Secretary shall prepare a list of the names of the Corporation's members who are entitled to notice of the members' meeting or electronic vote. 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 place identified in the meeting notice where the meeting will be held or via other means, 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

Amended May 10, 2010

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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.

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Section II.2. 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.

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Section II.3. Action by Electronic Ballot. Any action that may be taken at an annual or a special meeting of members may be taken without a meeting if the Corporation delivers an electronic 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 electronic ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present for such action as specified in Section II.11, 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 electronic 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. An electronic ballot may not be revoked once received by the Corporation. Members eligible to vote on any action proposed by electronic means, may request to cast his/her vote by written means. Said request must be sent in writing to the Secretary of the Corporation and their vote must be received by the Secretary by the date specified in the notice of the vote.

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 twelve (12) directors: Four (4) of whom shall also serve as the President, Vice President, Treasurer and Secretary of the Corporation. 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 and the Immediate Past President who will serve as a voting member of the Board of Directors, having the same term as director as does the office of Immediate Past President. 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 IV.1 below. The term of office of the remaining seven (7) at-large directors, who are elected from the remaining members of the

Corporation, shall be staggered by dividing these seven (7) directors into three (3) groups of two (2), two (2) and three (3) directors each. One group of these at-large directors shall be elected each year per these by-laws.

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, approved by the Board of Directors and communicated to the members in the form of a ballot. The ballot shall provide concise biographies of the nominees and an opportunity for the members to write-in directors. The election of directors shall take place at either the annual meeting of the members or via electronic means to be held within 30 days prior to the scheduled annual meeting as stipulated in Section II.14 and shall be conducted by secret ballot by the Active Members. Members not able to attend the annual meeting at which a written ballot is utilized 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 Secretary 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 annual 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. Term Limits. All Directors including officers, with the exception of the President Elect/President/Immediate Past President who is limited to one consecutive term, may

serve for three (3) consecutive terms and may not be elected to that same office again until at least two (2) years have passed since leaving said office. Directors filling vacated offices shall not have the remainder of that term of office count towards the limit of three (3) consecutive terms.

Section III.4. 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.5. Removal. Any director may be removed, for cause, upon a unanimous vote of the remaining members of the Board of Directors.

Section III.6. 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.7. 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. 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

Amended May 10, 2010

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director either personally or by mail, electronic means, 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.8. Quorum; Voting. One-half (1/2) of the directors in office when action is taken, but in no event fewer than four (4) 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.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 five (5) Active Members of the Corporation appointed by the Board of Directors who are not directors nor candidates in the next election of directors, including the President-Elect. 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 solicit from the membership nominations for office, 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 with biographies at least sixty (60) days prior to the election to the Board of Directors, who shall then distribute the slate to the Active Members in accordance with the provisions of Section III.2 together with the announcement of the annual meeting. The ballot shall present at minimum one (1) and maximum of three (3) nominations for each office and 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, termination or other disciplinary action 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 Thereof. The officers of the Corporation shall consist of a President, an Immediate Past-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 III.2, with the exception of the President-Elect, who shall be elected as provided in Section IV.3 below and the Immediate Past-President who will hold office as provided in Section IV.4 below. The President, Vice-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 shall hold office for a term of one (1) year. The office of President-Elect will be

vacant during the first year of each President's term of office. The Immediate Past President shall hold office for a term of one (1) year. The office of Immediate Past President will be vacant during the second year of each President's term of office.

Section IV.3. Election and Office 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 III.2 above. The President Elect will automatically assume the office of President immediately following the conclusion of his/her term as President-Elect

Section IV.4. Office of Immediate Past-President. The Immediate Past-President shall serve as a voting member of the Board of Directors for one (1) year immediately following the conclusion of his/her term of office as President.

Section IV.5. 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.6. 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.7. Compensation. No officer or member of the Board shall receive compensation for services as an officer or member of the Board of Directors. With the exception

that the Treasurer and Secretary of the Corporation elected to office in March of 2010 will be compensated per vote of the Board until their term expires.

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 officers, review and recommend to the Board of Directors the compensation program for the contracting of any services on behalf of the corporation. 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. 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 aid and assist with the activities of the Corporation as requested by the President. The Vice President shall aid the President in overseeing and coordinating the activities and progress of any special activities and committees of the Corporation. Subject to the general control of the Board of Directors, if the President is not present, the Vice President 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.

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 Treasurer 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. 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, after approval of the Board of Directors, design and cause to be printed and mailed or distributed electronically 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, 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.

Section VI.4. Indemnification. Any Director or paid staff member who is made or threatened to be made a party to any legal proceeding by reason of the fact that he or she is or was a Director of the Corporation, shall be indemnified by the Corporation to the maximum extent authorized by the State of Indiana.

Section VI.5. Liability of Directors, Officers and person who serve Without Compensation. No director or officer serving without compensation, other than reimbursement for actual expenses, of the Corporation shall be liable, and no cause of action may be brought, for

Amended May 10, 2010

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damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director or officer unless the act or omission involved willful or wanton conduct. No person who, without compensation other than reimbursement for actual expenses, renders service to or for the Corporation shall be liable, and no cause of action may be brought, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct.

As used herein, "willful or wanton conduct" means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

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.

Certificate

We certify that the foregoing is a true copy of the bylaws of this organization approved at the
Month, Day, Year regular meeting of the Board of Directors and by the membership on Month,
Day, Year and effective as of this date.

Date: _____

Secretary:

President:

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.