

**Southern Illinois Sports Officials Association
Charter By-Laws**

ARTICLE I

Name

Section 1: The name of corporation shall be Southern Illinois Sports Officials Association (SISOA).

Section 2: The principal address shall be located in Benton, IL 412 South Central, Benton, Illinois 62812-1509.

Section 3: The fiscal year of SISOA shall end on the last day of May of each year, or such date as the Board of Directors shall determine.

ARTICLE II

Purpose

Section 1: The purpose of SISOA shall be to be an association of sports officials, emphasizing baseball, basketball, football, softball, wrestling, track & field, and volleyball. The Association's general purpose is to improve professionalism and working conditions for sports officials who officiate amateur games and contests primarily at the high school and junior high school levels. Specifically, the Association strives to do the following: (a) promote higher professional standards among sports officials; (b) encourage uniformity in mechanics and other officiating functions; (c) conduct meetings on various aspects of officiating; (d) to recruit and train new officials; (e) to work with area schools toward a uniformity in sports officiating fees; (f) to mentor and evaluate officials to become better officials; (g) to select and submit to the IHSA a top 15 list of members for the State Tournament Series; and (h) publish a newsletter of general interest to its members.

ARTICLE III

Members

Section 1: Members - Any person who is a sports official registered with the Illinois High School Association and in good standing is eligible for active membership in the Association. The initial active members of the Association are those listed on the roster as paid members of the Association.

Section 2: Addition of Members - New active members shall be admitted to active membership upon application to the Treasurer and payment of annual

dues unless otherwise rejected by the membership at the meeting immediately following the receipt of the application and dues.

Section 3: Voting Rights - Each active member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4: Termination of Membership - The members, by affirmative vote of two-thirds of the members present at a meeting, may suspend or expel a member for cause after an appropriate hearing and notice as set forth in Article X of these bylaws. "Cause" shall include, without limitation, acting in an unprofessional manner in his or her conduct as an official on or off the playing field or court or bringing disrepute on the Association.

Section 5: Transfer of Membership - Membership in this Association is not transferable or assignable.

Section 6: General Powers - The Association has all general powers including but not limited to those authorized under the General Not for Profit Corporation Act of 1986 as amended. (805 ILCS 105/)

ARTICLE IV Meetings of Members

Section 1: Annual Meeting - An annual meeting of the members shall be held at a time and place designated by the officers, or at such other time and place as may be provided in a resolution of the members, the purpose of the annual meeting will be to elect officers and directors and for the transaction of such other business as may come before the meeting. In preparation for the annual meeting, the president shall appoint a nominating committee comprised of three members of the Association by the first Wednesday in March. The nominating committee shall meet and advise the officers of the proposed slate of officers for the annual meeting no later than the first Wednesday in April. The report of the nomination committee must be communicated to the entire membership of the Association no later than the second Wednesday in April with instructions on how to vote by mail or electronically for those unable to attend the annual meeting. Nominations made by the nominating committee shall be placed at the annual meeting. Any member may then make further nominations from the floor. When the nominations have been closed, a vote by ballots of the members present shall be taken and the successful candidate for any office shall be deemed elected upon receiving a plurality of the votes cast by the members present and voting. The vote totals shall be announced to the membership at that meeting. Neither the failure of the nominating committee to make its report, nor the failure to appoint a nominating committee, shall be grounds for voiding the election at the annual meeting.

Section 2: Regular Meetings - Regular meetings of the membership will be held on the First Sunday of each month unless changed by the officers and proper notice to the membership.

Section 3: Special Meetings - Special meetings of the members may be called by the president, the board of directors, or not less than twenty (20%) percent of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

Section 4: Notice of Meetings - Written notice stating the time and place of the meeting shall be delivered not less than five nor more than sixty days before the date of the meeting; or in the case of a removal of one or more officers or directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty nor more than sixty days before the date of the meeting. For a special meeting, the purpose or purposes for which the meeting is called must also be included. Notice must be by or at the direction of the president, or the secretary, or the officer or persons calling the meeting to be delivered to each member of record entitled to vote at such meeting.

Section 5: Quorum - The number of members constituting at least 10% of the Association's active members constitutes a quorum for consideration of matters at a meeting of members. If a quorum is present, the affirmative vote of a majority of the votes present and voted shall be the act of the members, unless the vote of a greater number is required by law or these articles of incorporation or the by-laws. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6: Voting by Ballot - Voting on any question other than election of officers may be by show of hands unless any member demands that a vote be by ballot.

Section 8: Liabilities of Members - The members are not liable for the debts or obligations of the Association.

ARTICLE V Board of Directors

Section 1: General Powers - The board of directors consists of the president, vice-president, secretary-treasurer, and immediate past and past president. The board has the power to manage the affairs of the Association between meetings of the members to the extent authorized by the members. The board may recommend actions to the membership. Specifically, the board must approve the President's appointments of scheduling secretaries for each specific sport.

Each scheduling secretary is primarily responsible for the administration of all activities, including scheduling games and conducting clinics for his or her sport. Each scheduling secretary is also responsible for establishing a fair and reliable procedure to assist members in the scheduling games.

Section 2: Number, Tenure and Qualifications - The number of directors constituting the whole board shall be five, which will be comprised of the three officers of the Association and immediate past president and past president.

Section 3: Meetings - Meetings of the board of directors may be called by or at the request of the president or any two directors. The persons authorized to call meetings of the board may fix any place within Franklin County for the place of the meeting.

Section 4: Notice Written or verbal notice stating the time and place of the meeting shall be delivered to the directors not less than five days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 5: Quorum - A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

ARTICLE VI Officers

Section 1: Officers - The officers of the Association shall be a president, a vice president, a secretary-treasurer, and immediate past president and past president.

Section 2: Election and Term of Office - The officers of the Association shall be elected annually by the members at the annual meeting of the members. If the election of officers is not held at the annual meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the members. Officers elected at the annual meeting shall assume their respective offices upon election.

Section 3: Removal - Any officer elected or appointed by the members may be removed by the members whenever in their judgment the best interests of the Association would be served by his or her removal, after proper notice is given of the meeting as set forth in Article X.

Section 4: Vacancies - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors with the approval of the members for the unexpired portion of the term.

Section 5: President - The president shall be the principal executive officer of the Association and shall in general supervise and control all of the affairs of the Association. He or she shall preside at all meetings of the members and of the board of directors. He or she may sign, with the secretary-treasurer or any other proper officer of the Association authorized by the members, any deeds, mortgages, bonds, contracts, or other instruments which the members have authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the members or by these by-laws or by statute to some other officer or agent of the Association. In general, he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the members, including the appointment of scheduling secretaries for each sport.

Section 6: Vice President - The vice president shall preside over meetings of the Association in the absence of the president. The vice president shall perform such other duties as may be assigned to him or her by the members.

Section 7: Secretary-Treasurer - The secretary/treasurer shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; shall maintain memberships roster: see that all notices are given in accordance with the provisions of these articles or as required by law; be custodian of the corporate records of the Association; if required by the members, the secretary/treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the members shall determine; he or she shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as selected in accordance with the provisions of Article VII of these by articles of incorporation; submit true and correct copies of the Association's bank and other financial account statements at regular meetings of the board of directors for its review; and in general perform all duties incident to the office of secretary-treasurer and such other duties as may be assigned to him or her by the president or by the members.

Section 9: Salaries - No officer may be paid a salary. Officers and members may be reimbursed for their reasonable and necessary expenses incurred on Association business.

ARTICLE VII Committees

Section 1: Delegation of Duties - The members may designate the various areas or departments into which the programs and administrative work of the Association shall be divided and may authorize the board of directors to appoint necessary or appropriate committees.

Section 2: Committees - The members may determine the committees of the Association. Members of each committee of the Association and its chairman shall be appointed annually by the board of directors as soon as practicable on or after June 1 of each year. Members of committees shall serve one-year terms expiring at the time the board of directors annually appoints members to the committees. A written charter of the responsibilities of each shall be prepared and filed with the minutes of the Association.

Section 3: Minutes of Committee Meetings - Each committee shall keep the minutes of its meetings and file the minutes with the Association's secretary, and it shall submit to the members a report, not less than semi-annually, of work done. It shall not enter into any kind of contract or incur any indebtedness or financial obligation of any kind, except under the authority given to it by the board of directors. It shall have the power to appoint such subcommittees for carrying on the work as directed, as it may deem necessary with the terms of the members of the subcommittees to expire at the time of the annual appointment of committees.

Section 4: Ex-Officio Member - The president of the Association shall be an ex-officio of all Committees.

Section 5: Powers of Committees - The members shall prescribe the duties, powers and functions of each Committee herein authorized.

ARTICLE VIII

Contracts, Checks, Deposits and Gifts

Section 1: Contracts - The members may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into any contract, to execute and deliver any instrument in the name of and on behalf of the Association, and such authority be general or confined to specific instances.

Section 2: Checks, Drafts, Etc. - All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by those officers or agents of the Association and in a manner as shall be determined by resolution of the members. In the absence of this determination by the members, the instruments shall be signed by the secretary/treasurer and countersigned by the president or a vice president of the Association.

Section 3: Deposits - All funds of the Association shall be deposited to the credit of the Association in the banks, trust companies or other depositories as the members may select.

Section 4: Gifts - The members or the board of directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Association.

ARTICLE IX Dues

Section 1: Annual Dues - To belong to this Association as an active member, an official must pay the annual dues of \$20. A late fee of \$5 will be added if dues are not paid before September 1. The members may change this amount as amendment under Article XII.

Section 2: Payment of Dues - Annual dues shall be payable by June 30 of each year or at such other time or times as established by resolution of the members.

ARTICLE X Notices

Section 1: Delivery of Notices - Whenever notice is required to be delivered hereunder to the members, directors, or members of any committee, such notice shall be deemed delivered when (a) transferred or presented to the deliverer in person, (b) deposited in the United Suites mail addressed to the deliverer at his or her address as it appears on the records of the Association, with sufficient first-class postage prepaid; or (c) transmitted to the deliverer by electronic or telephonic means such as telefacsimile or electronic mail. No membership of a member (except for nonpayment of dues) shall be terminated, and no officers shall be removed from office, unless the written notice of the meeting states that the purpose of the meeting is to vote upon such termination or removal, naming the members or officers so affected. The written notice of any meeting at which the by-laws are to be altered or amended in any way shall specify the proposed alterations or amendments.

Section 2: Waiver of Notice - Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Illinois or under the provisions of the articles of incorporation or the by-laws of the Association, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice

ARTICLE XI

Indemnification

To the fullest extent permitted by law, the Association shall indemnify and advance and pay indemnification expenses to its directors, officers, employees and agents and to any person who is or was serving at the request of the Association.

ARTICLE XII Amendments to By-Laws

These by-laws may be altered, amended or repealed, and new by-laws may be adopted, by the members after recommendation by the board of directors at any regular meeting or at any special meeting, but only after the announcement of the proposed alteration, amendment, repeal, or new by-laws at a prior regular meeting of the members and notice as required by Article X of these by-laws.

Amendment 1 Selection of Top 15

The Top 15 for each sport shall be voted on by all members present at the meeting to determine such list. Each member will select a top 20 officials on the ballot given to them. Then the Secretary/Treasurer will calculate them in the following manner. All votes will be given a point value based on the number of officials working a given sport. Each #1 vote will receive the point value representing the total number of officials working that sport in the association, then each #2 vote will receive the point value representing the total number of officials working that sport in the association minus 1 and so on until the #20 person will receive the point value representing the total number of officials working that sport in the association minus 19.

Amendment 2 Observers Program

Section 1: Number of Observers - The association will have a minimum of 2 observers per sport.

Section 2: Salaries for Observers - Observers will be on a volunteer basis.

Section 3: Duties of Observers - All first year members of the association regardless of level must be observed within 12 months of membership. After that, all registered members must be observed at least every 2 years. All recognized and certified officials must be observed at least once every 3 years.

Section 4: Qualification of Observers - To be an observer you must be a certified official and be a member in good standing with both the state and local

association. Those members who have worked a State Tournament Assignment will be given priority to becoming an observer.

Section 5: Wavier of Liability - A liability form must be signed by the observer and the person being observed to relieve the association and officers of any liability.