

**BY-LAWS
OF
NORTHERN KENTUCKY SOCCER OFFICIAL ASSOCIATION, INC.**

ARTICLE ONE

OFFICES

1.1 Registered Office: The registered office of the NORTHERN KENTUCKY SOCCER OFFICIAL ASSOCIATION, INC. shall be 14 Edgewood Road, Edgewood, Kenton County, Kentucky, 41017, but the location of such office may be, from time to time, otherwise designated and changed by the Corporation's Board of Directors.

1.2 Other Offices: The Corporation may have offices at such places within and without the Commonwealth of Kentucky as the Board of Directors may, from time to time, designate or the business of the Corporation may, from time to time, require.

ARTICLE TWO

MEMBERSHIP

2.1 No Capital Stock: The Corporation shall have no capital stock or stockholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit, or property inure to the incorporators thereof, nor to any officer or director thereof, except as otherwise provided in Article III of its Articles of Incorporation, as to compensation for services rendered, but its entire gain, profit, net earnings, and property shall be devoted exclusively to the charitable and other uses and purposes set out in Article II of its Articles of Incorporation.

2.2 Admission to active membership requires that the member:

02.2.1 Be at least eighteen (18) years of age

12.2.2 Be in good physical health

22.2.3 Pay non-refundable annual dues as established by the Board of Directors

32.2.4 Be registered with and in good standing with the Kentucky High School Athletic Association

42.2.5 Be registered with and in good standing with the Northern Kentucky Soccer Officials Association, Inc.

2.3 New Member: A new member is defined as any individual who has not previously been a Northern Kentucky Soccer Officials Association member.

2.4 Existing Member: An existing member is defined as any individual whom has been a Northern Kentucky Soccer Officials Association member in good standing the preceding year. Existing members become Northern Kentucky Soccer Association active members for the current year upon payment of the current year's due.

2.5 Returning Member:

- 2.5.1 A returning member is defined as any individual who was previously terminated from the Northern Kentucky Soccer Association and is currently seeking reinstatement.**
- 2.5.2 A returning member must file for reinstatement and pay any outstanding, unpaid dues or late fees incurred during their previous membership.**
- 2.5.3 The Northern Kentucky Soccer Official Association Board of Directors will then review the re-instatement application and either accept or reject the re-instatement request.**

2.6 The Board of Directors on a temporary basis may confer associate membership.

2.7 The Board of Directors may confer honorary membership.

2.8 Associate and Honorary members do not have voting rights.

2.9 Termination from the membership may be for:

- 2.9.1 Written resignation of the member**
- 2.9.2 Failure to pay annual dues or late fees**
- 2.9.3 Failure to attend required meetings**
- 2.9.4 Expulsion by the Board of Directors by written letter**

2.10 DISCIPLINE: The Board of Directors will serve as a review board to investigate areas of concern pertaining to officials' performance and conduct or may appoint a committee from the membership and/or Officers or Board of Directors to investigate areas of concern-who are to make recommendations to the Board of Directors.

2.10.1 Grounds for discipline: Members shall be disciplined for failure to comply with the general regulations of for conduct contrary to the rules of the Association. Improper conduct includes, but is not restricted to:

- 2.10.1.1 The use of alcoholic beverages before or at a game**
- 2.10.1.2 Improper uniform**
- 2.10.1.3 Swearing or improper language used on field or site of game**
- 2.10.1.4 Smoking on field at a game**
- 2.10.1.5 Missed game assignments, refusal to accept game assignments, or excessive cancellation of game assignments, without adequate reason**
- 2.10.1.6 Any use of illegal drugs**

- 2.10.1.7 Failure to submit accurate and timely reports when required**
- 2.10.1.8 Public criticism of abuse of any game official, including such behavior as a fan or spectator that is either abusive or interferes with the game officials' call of the game**

2.10.2 Authority: The Board of Directors shall have the authority to:

- 2.10.2.1 Expel a member**
- 2.10.2.2 Suspend a member for a period of up to one year**

2.10.3 Appeals: Appeals of Board of Disciplinary decision may be made to the general membership at the next membership meeting

2.11 DUES AND EXPENSES:

- 2.11.1 Annual Dues: The annual dues for all existing members are payable on or before July 15 of each year. The amount will be set annually by the Board of Directors.**
 - 2.11.1.1 Members who pay late, shall be assessed a late fee equal to the amount of that year's annual dues. This late fee will be in addition to that year's annual dues.**
 - 2.11.1.2 Dues are not refundable.**
 - 2.11.1.3 Any member not having paid his dues by July 15 shall be considered as having terminated his membership.**
 - 2.11.1.4 Dues cover the period from July 1 to June 30 of the following year.**
 - 2.11.1.5 Dues for associate members will be set by the Board**
 - 2.11.1.6 Honorary members will not pay dues.**

2.11.2 Expenses:

- 2.11.2.1 Actual necessary expenses spent in connection with the business of the Association with approval from the Board of Directors shall be reimbursed from the funds of the Association.**
- 2.11.2.2 Expense accounts in detail and with supporting documents attached must be submitted for reimbursement.**

2.12 ELECTIONS:

- 2.12.1 Elections shall be held at the annual membership meeting**
- 2.12.2 Election shall be conducted by secret ballot of those members present.**

- 2.13 Nominating Committee:** The President shall appoint a nominating committee consisting of three (3) members at least thirty (30) days prior to the date of elections.
- 2.13.1** The nominating committee shall prepare a list of the nominees for the elective offices, nominating at least two (2) candidates for each office unless two (2) candidates cannot be found.
- 2.13.2** Nominating shall come from the Northern Kentucky Soccer Officials Association active membership.
- 2.13.3** Additional nominations may be made from the floor at this meeting.
- 2.14 Transfer of office:** Newly elected officers shall take office immediately prior to the adjournment of the meeting in which they are elected.

ARTICLE THREE

DIRECTORS

- 3.1 General Powers:** The property and affairs of the Corporation shall be managed and controlled by the Board of Directors.
- 3.2 Number, Tenure and Qualifications:** The Board of Directors shall consist of seven (7) individuals unless changed by amendment to these By-laws. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and two (2) representatives at large whom shall be elected by the members to hold office for a term of one (1) year, or until their respective successor shall have been duly elected by the members and shall have accepted office; and the immediate past-president. Each director shall be eligible for reelection. The directors need not be residents of the Commonwealth of Kentucky.
- 3.3 Removal and Resignations:** Directors may be removed from office for good cause by majority vote of members present during any membership meeting. Any director may resign from the Board of Directors at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 3.4 Annual Membership Meeting:** The Board of Directors shall hold its annual membership meeting each year within five (5) months after the end of the Corporation's fiscal year at such time and place as the President may direct upon at least thirty (30) days' prior notice in writing, given personally, or by mail, email or telegram, for the purpose of electing directors and the transaction of such other business as may properly come before the meeting.

3.5 General Membership Meeting: General membership meetings may be held whenever called by direction of the President at such time and place as the President may direct upon at least thirty (30) days' prior notice in writing, given personally, or by mail, email or telegram, for the purpose of electing directors and the transaction of such other business as may properly come before the meeting.

3.6 Membership Quorum: The number of members present at the annual membership meeting or general membership meeting constitutes a quorum as long as a quorum of Board Members, as defined in article 3.11, is present.

3.7 Regular Meetings: The Board of Directors may provide by resolution the times and place for the holding of regular meetings. No notice of regular meetings shall be required, but the directors not present when the regular meetings are so provided for, shall be duly notified as to the times and place fixed for such meetings.

3.8 Special Meetings: Special meetings of the Board of Directors shall be held whenever called by direction of the President or of three directors.

3.9 Notice: If notice of any annual membership meeting, general membership meeting, regular meeting or special meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by email, such notice shall be delivered when the Secretary or person so designated to send such notices, sends the notice to the last known email address of the member. If notice is given by telegram, such notice shall be delivered when the telegram is delivered to the telegraph office. Except with respect to special meetings, neither the business to be transacted at, nor the purpose of, any meeting of the Board or Directors need be specified in the notice or waiver of notice of such meeting.

3.10 Waiver of Notice: Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, unless the director attends the meeting for the sole express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given under the provisions of these By-Laws, the Articles of Incorporation, or otherwise by law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be equivalent to the giving of such notice.

3.11 Quorum: A majority of the directors then holding office shall constitute a quorum for the transaction of any business at any meeting of

the Board of Directors, provided that, if less than a quorum of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.12 Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

3.13 Vacancies: Any vacancy occurring in the Board of Directors shall be filled by appointment from the President within thirty (30) days. A director appointed to fill a vacancy shall serve the un-expired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next general election of directors by the members.

3.14 Meetings: Chairperson and Secretary. At all meetings of the Board of Directors, the President of the Corporation shall act as Chairperson and the Secretary of the Corporation shall act as Secretary, except that if either or both of them shall be absent, a Chairperson or Secretary, or both, may be chosen at the meeting.

3.15 Action by Unanimous Consent: Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote at a meeting.

3.16 Other Committees: It shall be competent for the Board of Directors by an appropriate By-Law or resolution to provide for such other committees as may appear necessary for the effective management of the business of the Corporation, and to give such committees such powers and duties as may seem proper, and to provide when and how often any such committee shall meet, how its meetings shall be called, and at what times those meetings may be held.

ARTICLE FOUR

OFFICERS

4.1 Classes: The officers of the Corporation shall be a President, a Vice President, Secretary and Treasurer, each of whom shall be elected by the members.

4.2 President:

- 4.2.1 Preside at all meetings.**
- 4.2.2 Appoint all committees (standing and other) and committee chairpersons.**
- 4.2.3 Order the investigation in disciplinary and ethical matters**
- 4.2.4 Have general responsibility for the administration of the Association.**
- 4.2.5 Declare vacant the office of any member of the Board of Directors should he be unable to fulfill that office because of illness, removal from the area, or other cause, and shall select a replacement with thirty (30) days to serve until the next annual election.**

4.3 Vice President:

- 4.3.1 Assume the duties and responsibilities if the President is absent**
- 4.3.2 Assume the President's office until the next election if he resigns or becomes incapacitated.**

4.4 Treasurer:

- 4.4.1 Be the financial agent of the Association and maintain accurate accounts.**
- 4.4.2 Receive and disburse the funds of the Association as directed by the Board of Directors.**
- 4.4.3 Present the financial reports at all meetings and assist the assigned members in auditing the financial records.**
- 4.4.4 Prepare and submit tax documents to appropriate authorities.**

4.5 Secretary:

- 4.5.1 Keep the minutes at all meetings and maintain membership records of the Association.**
- 4.5.2 See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.**
- 4.5.3 Be responsible for updating and enforcing the rules of admission to membership.**
- 4.5.4 Keep a register of the mailing address of each director.**
- 4.5.5 Be custodian of the corporate records and of the seal, if any, of the Corporation.**
- 4.5.6 Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.**

ARTICLE FIVE

CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 5.1 **Contracts:** A majority of the members may authorize the President to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.
- 5.2 **Loans:** No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a majority of the members. Such authority may be general or confined to specific instances. The Corporation shall make no loans to its officers or directors.
- 5.3 **Checks, Drafts, Etc.:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or Treasurer.
- 5.4 **Deposits:** All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board of Directors may select.

ARTICLE SIX

INDEMNIFICATION OF DIRECTORS, OFFICERS AND MEMBERS

- 6.1 **Indemnification:** Subject to Section 7.5 hereof, the Corporation shall, to the fullest extent permitted by, and in accordance with the provisions of the Kentucky Revised Statutes Chapter 273, indemnify each director, officer and member of the Corporation against expenses (including attorneys' fees), judgments, taxes, fines and amounts paid in settlement incurred by such person in connection with, and shall advance expenses (including attorneys' fees) incurred by such person in defending, any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such person is, or is threatened to be made, a party by reason of the fact that such person is or was a director, officer or member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise. Advancement of expenses shall be made upon receipt of an undertaking, with such security, if any, as the Board of Directors may reasonably require, by or on behalf of the person

seeking indemnification to repay amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized herein.

- 6.2 Nonexclusively of Indemnification:** The indemnification provided for by this Article VI shall not be deemed exclusive of any other rights to which directors, officers or members of the Corporation may be entitled under any statute, agreement or action of the Board of Directors of the Corporation, or otherwise, and shall continue as to a person who has ceased to be a director, officer or member of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- 6.3 Insurance:** Subject to Section 7.5 hereof, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, member or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or be obligated to indemnify such person against such liability under the provisions of this Article VI or Kentucky Revised Statutes Chapter 273.

ARTICLE SEVEN

- 7.1 Fiscal Year:** The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the Corporation by resolution. The fiscal year of the Corporation shall be the calendar year.
- 7.2 Seal:** The Board of Directors may adopt by resolution a corporate seal which shall be circular in form and shall have inscribed thereon the designation "SEAL" and such other information as the Board of Directors may deem advisable.
- 7.3 Amendments:** At any annual meeting, or at any special meeting called for that purpose, these By-Laws may be amended by a majority of the active Members present, provided that a written notice of the proposed revision, change or amendment is emailed or mailed to each active member at least fourteen (14) days prior to such meeting

