

**BYLAWS  
Of  
HIGH SCHOOL SOCCER REFEREES OF EASTERN MISSOURI INC.**

**ARTICLE I  
CORPORATION**

**Section 1.01 Corporate Name.**

The name of the corporation shall be High School Soccer Referees of Eastern Missouri Inc. ("Corporation"). The Corporation shall also be known and will conduct business by its short name of "IISSRA" or "High School Soccer Referees of Eastern Missouri" both of which are and shall remain registered as an authorized fictitious name with the State of Missouri.

**Section 1.02 Principal Office.**

The principal office and location of the Corporation shall be at such place in the State of Missouri as may be designated from time to time by the Board of Directors ("Board"), as hereinafter described.

**Section 1.03 Registered Office and Registered. Agent.**

The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the State of Missouri as the Board may from time to time determine.

**Section 1.04 Purpose.**

The purpose of the Corporation is to operate exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time, or any corresponding provision of any future United States Internal Revenue law ("Code").

In particular, the Corporation's primary purpose is to educate and inform high school soccer referees, high schools, interested third parties and others regarding the benefits of using the best methods and means to prepare for and referee high school soccer games, and to assist its members in their efforts to better referee high school soccer, all with the goal of developing healthier members and safer games. The Corporation plans to expand general understanding of the proper and safe methods and procedures to referee soccer games. The Corporation will make the results of its work available to its members, schools, interest third parties and others through articles published in journals, on-line and through speeches and training for its members, interested organizations, through seminars and other joint training opportunities.

**Section 1.05 Powers.**

The Corporation shall have the power to do all things necessary or convenient to carry out and further the affairs, activities, and purposes of the Corporation, as more fully described in Section 355.13.1 of the Revised Statutes of Missouri (“R.S.Mo.”).

**Section 1.06 Restriction on Use of Assets.**

All of the assets and the earnings of the Corporation shall be used exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c) (3) of the Code, and shall be subject to the following additional restrictions:

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for necessary professional services rendered and to reimburse individuals for documented, reasonable expenses incurred at the request and/or direction of the Corporation and in furtherance of the Corporation's work.

(B) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office except as authorized under the Code.

(C) Notwithstanding any other provision contained herein, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 1.07 Distribution of Assets on Dissolution or Liquidation.**

Upon the dissolution or liquidation of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the property and assets of any nature of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or-educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall so determine in accordance with the Nonprofit Corporation Law of the State of Missouri or any other applicable law. Any such assets not so disposed of in accordance with the aforementioned procedure shall be disposed of by a court of competent jurisdiction in the county in which the principal office has been located, to such organization or organizations as such court shall determine which are organized and operated for such purposes.

## **ARTICLE II**

### **MEMBERS**

#### **Section 2.01 Membership.**

The Corporation shall have one (1) category of membership that shall be known as a Regular Member ("Member") (hereinafter collectively "Members").

#### **Section 2.02 Admission.**

Membership shall be available to (a) those persons who possess a current annual Missouri State High School Activities Association ("MSHAA") authorization to referee high school soccer in the areas served by the Corporation; and (b) who have completed the training required by MSHSAA and who have completed such training requirements as are set and uniformity required of all Regular Members by the Board; and (c) who attend all required Corporation meetings; and (d) who conduct themselves in word and action to reflect credit upon themselves and the Corporation; and (e) who regularly referee high school soccer matches for schools, leagues, tournaments and other pre or post season matches, showcases and/or events regularly assigned for MSHSAA with other MSHSAA Members (nothing shall prevent Members from belonging to and officiating for any other associations, schools and events that are not part of the MSHSAA list of schools, leagues, tournaments and/or events authorized/assigned by MSHSAA outside the geographic area served by the Corporation); and (f) who comply with the directives and/or requirements of the Corporation as set by the Board. Persons interested in becoming Members must complete and file with the Corporation an application to become Members. If such person desires to be a Member and meets the eligibility criteria set forth above and/or as subsequently established by the Board for all Regular Members, that person shall become a Member upon payment of the annual Regular Membership fee of one (1) varsity game fee or such other lesser annual membership amount as established by the Board from time to time.

#### **Section 2.03 Continuing Membership.**

(A) Subject to the continued compliance with all the provisions of Sections 2.02, 2.17 and 2.18 of these Bylaws, a Member of the Corporation shall be entitled to remain a Member of the Corporation so long as he or she pays his or her annual regular membership fee and timely completes such training as required by the Board of Directors of all Members.

#### **Section 2.04 Annual Meetings.**

An Annual Meeting of Members shall be held once (normally March) each year on the date, at the time and at the place designated by the Board of Directors, for the purpose of electing Directors and Officers as described below, and the transaction of such other business as may legally come before the meeting.

**Section 2.05 Regular Meetings.**

In addition to the Annual Meetings, the Members shall hold Regular Meetings each year on the dates, at the times and at the places designated by the Board of Directors. The Members may provide by resolution, for the holding of additional Regular Meetings of the Members.

**Section 2.06. Special Meetings.**

Special Meetings of the Members, for any purpose or purposes, unless otherwise prescribed by the laws of the State of Missouri or by the Articles of Incorporation, may be called by the President, by any two (2) Members (20%) percent of the Board of Directors, or by Members representing at least twenty percent (20%) of the Members of the corporation.

**Section 2.07. Notice of Meetings.**

(A.) Notice of each Annual or Regular or Special Meeting of the Members shall be given by electronic, digital or written notice and shall state the place, date, time and purpose or purposes of such Meeting. A copy of the notice of any Annual Meeting or Regular Meeting shall be delivered by the President to each Member of record entitled to vote at such meeting by email, text, digital or written notice, or by posting on the Corporation's web page or other similar regularly used digital means, not less than thirty (30) and not more than ninety (90) days before the date of the Meeting, or by such other means as the Board of Directors determines to be "fair and reasonable.", as defined in R.S.Mo. §355.251.

(B.) Notice of each Special Meeting of the Members shall be given as described in Section 2.07 (A) and will state the place (within the general St. Louis, Missouri area as specified by the Board of Directors), date, time and purpose or purposes of such Meeting. A copy of the notice of any Special Meeting of the Members shall be delivered not less than 10 nor more than 60 days before the date of such Special Meeting.

(C.) When a Meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned Meeting if the time and place to which the Meeting is adjourned are announced at the Meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the Meeting.

**Section 2.08. Waiver of Notice of Meetings.**

Attendance by a member at any meeting shall constitute a waiver of notice of such meeting, except when the member attends for the express purpose of objecting to the transaction of any business, because the meeting is not lawfully called or convene. Furthermore, any member may waive the right to notice of any meeting by submitting a signed waiver of notice to the President, whether it be before or after the meeting.

**Section 2.09 Other Means of Participation in Meetings.**

Any one or more Members may participate in a Meeting of the Members by means of a conference telephone or similar communications equipment allowing all persons participating in the Meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a Meeting. Any cost of such participation shall be at the sole cost of any Member attending by such means.

**Section 2.10 Quorum.**

The presence of thirty-four percent (34%) or more of the total number of the Members entitled to vote at a meeting of the Members shall constitute a quorum of the Members for the transaction of any business at that Meeting; provided that if less than that number of the Members is present at said meeting, a majority of the Members present may adjourn the Meeting from time to time without further notice,

**Section 2.11 Manner of Acting.**

If a quorum is present, the vote of a majority of the Members present and entitled to vote at a meeting shall be the act of the Members, unless the vote of a greater number is required by the Bylaws or the Articles of Incorporation.

**Section 2.12 Voting.**

Each Member of the Corporation shall have the right to cast one (1) vote on all matters requiring the vote of the Members, A Member may only vote in person at a Meeting.

**Section 2.13 Informal. Action.**

Any action which is required to be or may be taken at a Meeting of the Members may be taken without a Meeting if consents, in writing, setting forth the actions so taken, are signed by all of the Members.

**Section 2.14 No Cumulative. Voting.**

The Members shall have no right to vote cumulatively in connection with the election of the Officers or the Board of Directors or any other matter requiring the vote of the Members.

**Section 2.15 No Transfer of Membership.**

No Member of the. Corporation may transfer his or her Membership in the Corporation or any right arising therefrom.

**Section 2.16 Personally Liability of Members.**

No Member of the Corporation shall be personally liable for the acts, debts, liabilities or obligations of the Corporation.

**Section 2.17 Resignation of Members.**

A Member of the Corporation may resign at any time upon written notice to the President or the Board of Directors.

**Section 2.18 Expulsion, Suspension, or Termination of Members.**

Except as expressly provided in Section 9.02 hereof, no Member of the Corporation may be expelled or suspended, and no membership in the Corporation may be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith. A procedure is fair and reasonable if it takes into consideration all the relevant facts and circumstances. Any proceeding challenging expulsion, suspension or termination must be commenced within one (1) year after the effective date of the expulsion, suspension or termination. Notwithstanding anything to the contrary in these Bylaws, a Member's membership shall terminate automatically in the event the Member fails to pay his or her annual regular membership fee, within thirty (30) days after the fee is due.

**ARTICLE III**

**BOARD OF DIRECTORS**

**Section 3.01 Management of Corporation,**

The affairs of the Corporation shall be managed, supervised and controlled by a Board of Directors which shall be vested with the powers and authority enumerated below.

**Section 3.02 Powers.**

The property and affairs of the Corporation shall be managed by the Board of Directors.

(A) The Board shall have and is vested with the power and authority to supervise, control, direct and manage the property, affairs, and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for or on behalf of the Corporation and to exercise, or cause to be exercised any of its powers, privileges or purposes, including, without limitation, the following:

- (i) Establishing additional eligibility criteria for the Members and of the Corporation;
- (ii) Establishing annual Membership Fees for the Members of the Corporation;

(iii) Reviewing and approving or rejecting applications by individuals to become Members of the Corporation, as the case may be;

(iv) Establishing Board Committees;

(v) Reviewing and approving, rejecting, or modifying recommendations, reports and actions made or proposed by any Standing Committees;

(vi) Overseeing the fiscal operations of the Corporation;

(vii) Preparing and approving the annual agenda and/or plans for the Corporation;

(viii) Preparing and approving the annual budget(s) for the Corporation;

(ix) Retaining referee assigning services from such source(s) and or independent contractor(s), the Board shall determine is in the best interests of the Corporation, subject to the twenty-four (24) month contract restriction below; and

(x) Entering into contracts on behalf of the Corporation not to exceed twenty-four (24) months in length.

(B) The Board shall not authorize/permit the Corporation to engage in any activity not authorized by its Articles of Incorporation., Bylaws, or by a nonprofit public benefit corporation organized under the laws of the State of Missouri.

(C) The Board shall conduct the business and affairs of the Corporation in accordance with the laws of the State of Missouri, the Articles of Incorporation and these Bylaws.

(D) The Board or its designee shall communicate, through written or digital means, with all Members at least twice each calendar year regarding the work of the Corporation since its previous communication and any upcoming plans, events, programs or opportunities provided by or through the Corporation, (or, at the request of a Member or Members).

### **Section 3.03 Selection, Number, Qualifications & Tenure.**

(A) The Board of Directors of the Corporation shall consist of ten (10) Members. (“Directors”). Six (6) of the Directors shall be elected to staggered three (3) year terms of office (“Board Members”). Four (4) of the Directors shall be the President, Vice President, Secretary and Treasurer (“Officers”) and they shall be elected to staggered two (2) year terms of office as described in Article 5 and below.

(B) At the Annual Meeting, the Members shall elect the Board of Directors and/or Officers. In order to identify people who are willing and able to serve on the Board of Directors, no later than sixty (60) days prior to the Annual Meeting of the Members, the Nominating Committee that will be responsible for developing a slate of candidates for election to the Board shall be appointed and approved. Nominations for the annual slate of Board candidates shall be closed and made final during the monthly meeting prior to the Annual Meeting and announced to the Members at that meeting and ballots shall be prepared and will be available at the Annual Meeting. All people elected to serve as Directors shall be Members of the Corporation in good standing for at least two (2) years, shall not be a convicted felon and shall be nominated and elected based on their expertise and experience in developing policy and programs that advance the work of the Corporation and whose decision-making evidences the ability to assist the organization in making decisions that positively impact the growth and health of this organization and advance the interests of its Members. No Director shall be related to any other Board Member or Officer by blood or marriage.

(C) Among the initial group of Directors of the Corporation, two (2) of the Directors will serve a term of two (2) years ending May 31, 2024, and two (2) will serve a term of one (1) year ending May 31, 2023. All shall serve until his or her successor shall have been duly elected and qualified. The two (2) remaining of the Directors will be elected for a term of three (3) years commencing June 1, 2022. Thereafter, once elected to a full term, each Director shall serve three (3) years or until his or her successor shall have been duly elected and qualified. A Director may succeed himself or herself. All Directors' term of office shall start on June 1st of the year in which elected,

(D) The President shall preside over all meetings of the Board. The Vice President shall do so in the President's absence.

**Section 3.04 Annual Meeting.**

The Annual Meeting of the Board shall be held once each year (normally March) at the date, at the time and at the place designated by the Board. The Annual Meeting shall be held for the purpose of the transaction of such business as may come before the meeting.

**Section 3.05 Regular Meetings.**

In addition to the Annual Meeting, the Board shall hold Regular Meetings each year, on the date(s), at the time(s) and at the place(s) designated by the President or the Board, The Board may provide for the holding of additional Regular Meetings of the Board.

**Section 3.06 Special Meetings.**

Special Meetings of the Board may be called by the President or any two (2) Directors at such time and place as shall be designated by the persons calling such Special Meeting.

**Section 3.07 Notice of Meeting.**

Notice of each meeting of the Board shall be given in the same manner as provided in Section 2.07 and state the place, date, time and purpose or purposes of such meeting. A copy of the notice of any meeting of the Board shall be delivered by the President to each Director not less than two (2) days before. the date of the meeting, by such means as the Board (or the two (2) Directors calling such meeting) determines to be fair and reasonable. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that may have been transacted on the original date of the meeting.

**Section 3.08 Waiver of Notice of Meetings,**

Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Furthermore, any Director may waive the right to notice of any meeting by submitting a signed waiver of notice to the President whether before or after the meeting.

**Section 3.09 Other Means of Participation in Meetings,**

Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a Meeting. Any cost of such participation shall be at the sole cost of any Director attending by such means.

**Section 3.10 Quorum.**

The presence of a majority (six) of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; provided that if less than that number of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 3.11 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, unless the act of a greater number is required under the Articles of Incorporation, these Bylaws, or under any applicable laws of the State of Missouri.

**Section 3.12 Informal Action.**

Any action which is required to be or may be taken at a meeting of the Board may be taken without a meeting if consents in writing, setting forth the action to be taken, are signed by all of the Directors then and office.

**Section 3.13 Resignation of Directors.**

A Director of the Corporation may resign at any time upon written notice to the President.

**Section 3.14 Removal.**

A member of the Board may be removed, with or without cause, by a vote of a sufficient number of Members to elect the Director at a meeting to elect the Directors. Such removal shall be effective upon the occurrence of such vote at any Regular or Annual meeting, or at any Special Meeting called for that purpose.

**Section 3.15 Vacancies.**

Any vacancy occurring among the members of the Board, whether by reason of death, resignation, removal, disqualification, or otherwise shall if for a period of a year or less, be filled for the unexpired term of the vacant position by a vote of the majority of the remaining members of the Board at any Annual or Regular meeting, or at any Special Meeting called to select such Directors, subject to the provisions of these Bylaws related to qualifications and selection. If the vacancy is for a period of time longer than a year, the open position shall be filled by the Board as set forth above until the next annual meeting, at which time the Members shall elect a new board member to fill out the unexpired term of the vacant position.

**ARTICLE IV**

**BOARD COMMITTEES**

**Section 4.01 Establishment.**

The Board shall have the power to establish and designate, by resolution such committees of the Board (“Board Committees”), as it shall deem appropriate or expedient for the furtherance of the objectives and purposes of the Corporation, except to the extent limited by these Bylaws, the Articles of Incorporation or the laws of the State of Missouri.

**Section 4.02 Responsibilities of Board Committees.**

In general, the Board may delegate responsibilities to the Board Committees to take such actions as the Board deems appropriate. Every Board Committee shall keep regular minutes of its proceedings and shall report to the Board as directed and at least annually.

**Section 4.03 Membership of Board Committees.**

Each Board Committee shall be comprised of such members of the Board as are interested and appointed by the Board to work to fulfill certain duties and responsibilities on behalf of the Board.

**Section 4.04 Leadership.**

The Chairperson of each Board Committee shall be appointed by the Board from among its Members. The Chairperson of a Board Committee shall serve at the pleasure of the Board.

**Section 4.05 Meetings.**

Meetings of the Board Committees may be called by the Chairperson of such Board Committee.

**Section 4.06 Notice of Meetings.**

Notice of each meeting of a Board Committee shall be given in writing and state the place, date, time and purpose or purposes of the meeting. A copy of the notice of any such meeting shall be delivered by the Chairperson of the Board Committee to each member of the Board Committee not less than two (2) days before the date of the meeting, by such means as the member(s) of the Board Committee calling such Meeting determine to be fair and reasonable. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that may have been transacted on the original date of the meeting.

**Section 4.07 Executive Committee.**

The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer' and this committee shall have the power and authority to supervise, control, direct and manage the property, affairs, and activities of the Corporation and to do or cause to be done any and all lawful things for or on behalf of the Corporation and to exercise or cause to be exercised any powers, privileges or purposes granted to it at the direction of the Board. Further, at any time when the Board is not meeting, or has not called a Special Meeting to discuss a particular issue or course of action, the Executive Committee shall automatically be the governing body in charge and shall handle any issue or take any course of action mentioned in this Section as if it were the Board. All decisions made by the Executive Committee shall be treated as if made by the Board.

## **ARTICLE V**

### **OFFICERS**

#### **Section 5.01 Officers.**

The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer ("Officers"). Such Officers shall have the authority to and shall perform the duties prescribed. No two offices may be held by the same person and no Officer may be related by blood or marriage to any other Officer or Board Member. All Officers are members of the Board of Directors and are subject to the same qualifications as all other Directors.

#### **Section 5.02 Election and Term of Office.**

The Officers of the Corporation shall be elected by the Members at its Annual Meeting. All Officers shall be elected to serve for a two (2) year term and their terms of office shall be staggered. The President and Treasurer shall be elected to and shall serve the same two-year term and the Vice President and Secretary shall be elected to and shall serve the same staggered two-year term. Initially, the President and Treasurer shall serve a one (1) year term until the March 2023 Annual Meeting and the Vice President and the Secretary shall be elected in 2022 to a two (2) year term to set the staggered terms of office.

#### **Section 5.03 Resignation of Officers.**

Any Officer may resign at any time upon written notice to the President.

#### **Section 5.04 Removal.**

Any Officer may be removed, with or without cause, by a vote of a sufficient number of Members to elect the Officer at a meeting to elect Officers. Such removal shall be effective upon the occurrence of such vote at any Annual, Regular or Special Meeting properly noticed and called for that purpose.

#### **Section 5.05 Vacancies.**

A vacancy in any of the four offices because of death, resignation, removal, disqualification or otherwise of any Officer, may be filled for the unexpired portion of the term by the Board.

#### **Section 5.06 President.**

The President shall be the senior and chief executive officer of the Corporation. in such role, the President shall perform the following functions: (a) chair all meetings of the Corporation's Board of Directors Annual, Regular or Special meetings of the Corporation; (b) sign all contracts on behalf of the Corporation; (c) with the affirmative vote of a majority of the Executive Committee appoint special advisors and employ agents, employees, independent contractors and professional advisors as needed; and (d) perform such other duties and have such other responsibilities not reserved to the Board, and shall be a voting member of all of the Corporation's committees.

**Section 5.07 Vice President.**

The Vice President shall (a) serve as Chairperson of the Nomination & Election Committee and the Member Ethics & Grievance/Dispute Committee; (b) when acting for an absent President shall be a voting member of any of the Corporation's committees the Vice President is working with; and (c) shall perform such other duties and have such responsibilities as may be assigned to him/her from time to time by the President.

**Section 5.08 Secretary.**

The Secretary shall (a) keep the minutes of the Members meetings and Board meetings as appropriate; (b) be responsible for compliance recordkeeping and ensure that all notices are duly given in accordance with the provisions of these By-laws and as required by law; (c) be custodian of the corporate records and the seal of the Corporation; (d) when required affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-laws; (e) keep or delegate the collection and preservation of each Member's contact information including the email, phone number and post office address as furnished by each Member; (f) promptly publish minutes as directed by the President and/or the Board; and (g) shall perform such other duties and have such responsibilities as may be assigned to him/her from time to time by the President.

**Section 5.09 Treasurer.**

The Treasurer shall keep (a) the books of the Corporation; (b) have charge and custody of and be responsible for all funds and securities of the Corporation; (c) receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; (d) promptly publish periodic financial reports to the Board and publish annual reports to the Members or more frequently as directed by the President and/or the Board; (e) cooperate as directed by the Financial Review & Oversight Committee and complete periodic financial reviews/examinations of the books and accounts of the Corporation as set forth in Addendum 2 of these Bylaws; and (f) shall perform such other duties and have such responsibilities as may be assigned to him/her from time to time by the President.

**ARTICLE VI**

**STANDING COMMITTEES**

**Section 6.01 Establishment.**

The President shall have the power to establish and designate such Standing Committees ("Standing Committees") as he/she shall deem appropriate or expedient in furtherance of the objectives and purposes of the Corporation. The President shall establish and maintain the following Standing Committee functions:

- (A) Financial Review & Oversight Committee

- (B) New Member & Member Retention Committee
- (C) Certified Referee & Member Training Committee
- (D) Nominating & Election Committee
- (E) Member Ethics & Grievance/Dispute Committee

**Section 6.02 Responsibilities of Standing Committees.**

Each Standing Committee shall be responsible to provide the President and the Board with the following information: (i) an update summarizing the Standing Committees activities since its last report; (ii) an annual plan outlining the Standing Committee's goals and planned activities for the upcoming year, including an annual budget, and an action plan with objectives and implementation and evaluation steps; (iii) a copy of the minutes of all meetings of such Standing Committee; and (iv) a copy to the President of all notices of meetings of such Standing Committee when issued.

**Section 6.03 Membership of Standing Committees.**

Each Standing Committee shall be comprised of such Members of the Corporation as are appointed by the President and approved by the Board. All serve at the pleasure of the President.

**Section 6.04 Leadership.**

The Chairperson of each Standing Committee shall be appointed by the President from among its Members. The Members of each Standing Committee, one of whom shall be a Board Member and/or Officer, shall be responsible for electing, from among the Members of the Standing Committee, a Secretary for the Standing Committee.

(A) The Chairperson of the Standing Committee is responsible for chairing the meetings of the Standing Committee, coordinating the distribution of meeting notices and directing the Standing Committee's efforts to attain its objectives and fulfill its duties and responsibilities.

(B) The Secretary of the Standing Committee shall be responsible for recording the minutes of the meeting(s) of such Committee.

**Section 6.05 Meetings.**

Meetings of Standing Committees may be called by the Chairperson of such Standing Committee or the President at such time and place as shall be designated by the person or persons calling the Meeting.

**Section 6.06 Notice of Meetings.**

Notice of each meeting of a Standing Committee shall state the place, date, time and purpose or purposes of the Meeting. A copy of the notice of any such meeting shall be delivered by the Chairperson of the Standing Committee to the President and each member of the Standing Committee not less than ten (10) days before the date of the meeting, by such means as are determined to be fair and reasonable. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that may have been transacted on the original date of the meeting.

**Section 6.07 Quorum.**

The presence of a majority of the members of a Standing Committee shall constitute a quorum for the transaction of business at any meeting of that Standing Committee; provided that if less than that number of the members of the Standing Committee are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 6.08 Nominating Committee.**

The Nominating Committee shall be responsible for developing a slate of candidates willing and able to serve on the Board of Directors and as Officers. The Nominating Committee shall function until such time as it has completed and distributed the full slate of candidates for an upcoming election of the Board and conducted the election at the Annual Meeting. Thereafter, the Nominating Committee is disbanded, until it is re-established by the President and the Board in preparation for the next election of Members of the Board of Directors and as Officers.

**ARTICLE VII**

**AD HOC COMMITTEES**

**Section 7.01 Establishment.**

The President shall have the power to establish and designate such Ad Hoc Committees ("Ad Hoc Committees") as it shall deem appropriate or expedient for the furtherance of the objectives and purposes of the Corporation.

**Section 7.02 Responsibilities of Ad Hoc Committees.**

An Ad Hoc Committee shall be responsible for investigating, evaluating, reviewing, and making recommendations for actions, programs or efforts that advance the objectives and purposes of the Corporation, as directed by the President. All serve at the pleasure of the President.

**Section 7.03 Membership of Ad Hoc Committees.**

An Ad Hoc Committee shall be comprised of Members of the Corporation, one of whom shall be a Board Member and/or Officer, appointed by the President to serve on said Committee.

**Section 7.04 Leadership.**

The President shall appoint, from among the Members of the Ad Hoc Committee, a Member to serve as Chairperson of that Committee and another to serve as Recording Secretary.

**Section 7.05 Meetings.**

Meetings of any Ad Hoc Committees may be called by the Chairperson of the Ad Hoc Committee or the President at such time and place as shall be designated by the person or persons calling the Meeting.

**Section 7.05 Notice of Meetings.**

Notice of each meeting of the Ad Hoc Committee shall state the place, date and time of the Meeting. A copy of a notice of any such meeting shall be delivered by the Chairperson to the President and each Member of the Ad Hoc Committee not less than ten (10) days before the date of the Meeting, by such means as are determined to be fair and reasonable. When a Meeting is adjourned to another place or time, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that may have been transacted on the original date of the meeting.

**Section 7.06 Quorum.**

The presence of a majority of the members of the Ad Hoc Committee shall constitute a quorum for the transaction of business at any Meeting of the Ad Hoc Committee; provided if less than that number of the members of the Ad Hoc Committee are present at said Meeting, a majority of the Members present may adjourn the Meeting from time to time without further noti

**ARTICLE VIII**  
**INDEMNIFICATION**

**Section 8.01 Indemnification with Respect to Third Party Actions.**

The Corporation shall indemnify any Member who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact such person (i) is or was a Director, Officer, special advisor, employee or agent of the Corporation, or (ii) is or was serving at the request of the Corporation as a Director, Officer, employee, special advisor, trustee or agent of another corporation, partnership, joint venture or other enterprise; against expenses (including attorneys' fees), judgments, fines, taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

**Section 8.02 Indemnification For Actions By or In the Right of the Corporation.**

The Corporation shall provide or advance the costs of defense for and shall in all respects indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person (i) is or was a Director, Officer, employee, special advisor or agent of the Corporation, or (ii) is or was serving at the request of the Corporation as a Director, Officer, special advisor, employee, partner or agent of another corporation, partnership, joint venture, or other enterprise; against expenses (including attorney's fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper, if any indemnified person is awarded reimbursement of any amount provided or advanced by the Corporation or any insurance policy provided by the Corporation such indemnified person shall be required to repay all such amounts reimbursed to the Corporation.

**Section 8.03 Determination of Standard.**

To the extent that a Board Member, Officer, special advisor, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in Section 8.01 and or 8.02 of this Article VII, or in the defense of any

claim, issue or matter therein, such person to the extent not provided with a defense by the Corporation or advanced the cost of defense by the Corporation, shall be indemnified against expenses (including attorney's fees, expenses, court costs, expert fees and expenses, etc.) actually and reasonably incurred by such person in connection with the defense of the action, suit or proceeding.

Any indemnification under Section 8.01 and/or 8.02 of this Article VIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, special advisor, employee, partner, or agent is proper in the circumstances because such person has met the applicable standards of conduct set forth in this Article VIII. Such determination shall be made either: (1) by the Board, by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings; or (2) if such a quorum is not obtainable, or, even if obtainable, if a majority of the disinterested Directors so directs, following the issuance of a written legal opinion from independent legal counsel retained exclusively for such purpose and paid by the Board.

**Section 8.04 Payment of Expenses in Advance of Disposition of Action.**

Expenses incurred in defending any actual or threatened civil or criminal action, suit, claim or proceeding shall be paid by the Corporation as incurred and in advance of final disposition of such action, suit claim or proceedings as provided under any insurance policy or as authorized by the Board in this specific case, upon receipt of an agreement by or on behalf of the Board Member, Officer, special advisor, employee, partner, trustee, attorney, accountant, or agent to repay such amounts unless it shall be ultimately be determined that such person is actually entitled to be indemnified by the Corporation as authorized in this Article VIII.

**Section 8.05 Non-Exclusive.**

The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnifications may be entitled under the Articles of Incorporation, any Bylaw, agreement, vote of disinterested Board Members, Officers or otherwise, both as to action in such person's official capacity while holding such office and as to any action in another capacity while holding such office, and shall continue as to a person who has ceased service as a Board Member, officer, special advisor, employee, partner, accountant, attorney, or agent and shall inure to the benefit of their heirs, executors and administrators.

**Section 8.06 Further Indemnity.**

The Corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under the sections of this Article VIII, to any person who is or was a Board Member, Officer, special advisor, employee, accountant, attorney, or agent, or to any person who is or was serving at the request of the Corporation as a Board Member, Officer, special advisor, employee, accountant, attorney, or agent of another corporation, partnership, joint venture, association or other enterprise; provided that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or intentional misconduct. Nothing in this Article VIII shall be deemed to limit the power of the Corporation to enact Bylaws or to enter into any agreements.

**Section 8.07 Law Governing Indemnification.**

The indemnification provided in this Article VIII shall be governed, to the fullest extent granted pursuant to, or provided by, the Missouri General Not For Profit Corporation Law, Chapter 355, §355.461 through 355.476, as the same shall exist from time to time; provided, however, that unless required by law, no amendment to the Missouri General Not For Profit Corporation Law, Chapter 355, §§ 355.461 through 355.476, shall deprive any person of the right of indemnification which existed at the time of the action or occurrence for which such person seeks indemnification.

**Section 8.08 Saving Clause.**

In the event any provision of this Article VIII shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article VIII and any other provisions of this Article VIII shall be construed as if such invalid provision had not been contained in this Article VIII.

**ARTICLE IX**  
**CORPORATION POLICIES.**

**Section 9.01 Business Policy & Confidentiality Clause,**

All Board Members, Officers, Committee Members, special advisors, accountants, attorneys and independent contractors and/or agents of the Corporation ("Covered Person") shall operate and perform in accordance with the "Director & Officer Business Policy" attached hereto as Addendum 1 and which is incorporated here by reference. The Board shall have the power to make and enforce additional corporation policies as shall be necessary and/or advisable and in the best interest of the Corporation and its functions.

**Section 9.02 Violation of Corporation Policies.**

Notwithstanding, anything to the contrary contained in these By-laws, if a Covered Person of the Corporation violates any of the terms or conditions of these Bylaws or any policies of the Corporation, including, but not limited to, the Director & Officer Business Activities Policy or other policy of the Corporation (collectively, "Policies"), such Covered Person may be expelled as a Director or Officer and/or Member, as the case may be, upon the vote of a majority of the Members (excluding any person who may be threatened with expulsion) at Special Meeting called for such purpose.

Preliminary to the procedures and vote of the Members described in this Article IX any such Covered Person may be temporarily suspended or removed from said position or office upon the vote or consent of a majority of the non-involved members of the Board pending completion of the procedures described in this Article.

The Covered Person threatened with expulsion from office and/or as a Member shall be given notice of a Special Meeting of the Members. Such Covered Person shall also be given an opportunity to present his or her case before the Members and to provide evidence in support of his or her continuation as a Board Member, Officer or Member. Other Members, Directors and Officers and third-party witnesses may provide relevant testimony in support of or against the expulsion of such Covered Person. After both sides have been provided a reasonable opportunity to fairly present their respective cases, a quorum of 34% of the Members present at the Meeting and who heard the evidence (excluding any Officers, Board Members or Members threatened with expulsion) shall vote, by secret written ballot (no proxy voting), on the decision to expel such Directors or Officers or Member. The decision of a majority of the Members present at the meeting shall be final, binding, non-reviewable and non-appealable.

## **ARTICLE X**

### **INSURANCE**

The Corporation shall purchase and maintain insurance (to the extent available on commercially reasonable terms) on behalf of any person who is or was a Director, Officer, special advisor, employee, accountant, attorney or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, special advisor, employee, accountant, attorney or agent of another corporation, partnership, joint venture or other enterprise; against any liability asserted against such person and incurred by such person in any capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article. The Executive Committee may also purchase and maintain insurance on behalf of the Members as a group, covering the performance of their duties and the exercise of their responsibilities as soccer referee Members of this Corporation.

## **ARTICLE XI**

### **GENERAL PROVISIONS**

#### **Section 11.01 Fiscal Year.**

The fiscal year of the Corporation shall commence January 1 and expire December 31 each year. The first fiscal year of the Corporation shall be March 7, 2022 through December 31, 2022.

#### **Section 11.02 Contracts.**

The President may authorize any Officer(s), special advisor(s), or agent(s) of the Corporation to enter into any contract, or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or limited to specific instances.

**Section 11.03 Checks, Drafts & Financial Controls.**

All checks, drafts or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such designation by the Board, such instruments shall be signed by the Treasurer, or may be signed by the President or his/her designee.

**Section 11.04 Deposits.**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation and such banks, trust companies or other depositories as the Executive Committee may direct.

**Section 11.05 Gifts.**

The board may accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose determined to be in the best interest of the Corporation.

**Section 11.06 Certain Loans Prohibited.**

The Corporation shall not make any loans to any Member, Director, or Officer of the Corporation and the assets of the Corporation shall not be pledged or encumbered to the benefit of any Member, Director, Officer or Covered Person of the Corporation.

**Section 11.07 Books & Records.**

The Corporation shall keep complete and accurate books and records of its accounts, and shall keep minutes of the proceedings of its Board, Executive Committee and any other committees, and shall keep at the registered office a record listing the names and addresses of the Board of Directors. Upon advance written request to the Board, all books and records of the Corporation may be inspected by any Director and/or Officer or his/her agent or attorney, for any proper purpose at any reasonable time and place.

**Section 11.08 Annual Budget & Authority for Expenditures.**

The Board shall publish to the Members an Annual Operation budget at least twenty-one (21) days prior to the meeting of the Members designated as the Annual Meeting and election of Officers and Board members. If a quorum is present, the vote of a majority of the Members present and entitled to vote shall constitute approval of the budgets for that year. Any non-budgeted payment for more than One Thousand Dollars (\$1,000.00) shall need the approval of the Members.

**Section 11.09 Seal.**

The Corporate seal shall consist of a circular impression containing the name of the Corporation, the state of incorporation, and the word "Seal" in such form as shall be designated by the Board. Unless required by law or an express provision of these Bylaws, the use of the corporate seal shall not be necessary for the validity of any instrument.

**Section 11.10 Procedures.**

Robert's Rules of Order shall govern any questions of procedures not specified in the Articles of incorporation and/or the By-laws of the Corporation.

**ARTICLE XII**

**AMENDMENTS TO BYLAWS.**

These By-laws may be altered, amended, restated or repealed only by a 60% vote of a quorum of the Members at a meeting of the Members.

**ARTICLE XIII**

**SPECIAL ADVISORS**

The President, Executive Committee and the Board shall have the power to appoint non-voting special advisors to either the Executive Committee or the Board or to both groups ("Special Advisor"). The immediate past President shall serve as a Special Advisor to the Board. All special Advisors shall provide input to the Board and/or the Executive Committee regarding the Corporation and its activities. Special Advisors shall have no ability or power to vote on the Board or in the Executive Committee and each shall have no authority to make decisions or take any actions on behalf of the Corporation, except as specifically authorized and directed by the Board, Executive Committee, or the President.

**CERTIFICATE**

These Bylaws of the High School Soccer Referees of Eastern Missouri, Inc. d/b/a HSSRA were adopted by the Members on March 7, 2022, and made effective on March 7, 2022.

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Thomas Smith, President

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Chris Coyle, Secretary

## **ADDENDUM 1**

### **DIRECTOR & OFFICER BUSINESS ACTIVITIES POLICY**

#### **Article I**

##### **Purpose**

The purpose of this Director and Officer Business Activities Policy ("Policy") is to ensure that the Corporation is operated in a manner that exclusively serves one or more of the tax-exempt purposes for which the Corporation was incorporated, as articulated in its Articles of Incorporation and its Bylaws. In particular, this Policy has been adopted to ensure the Corporation engages primarily in activities that accomplish one or more of these exempt purposes and is not operated in a manner that allows the Members, Directors and/or Officers and any Covered Person of the Corporation to inappropriately benefit from their association with the Corporation. This goal is particularly important given that many of the Members, Directors and/or Officers and Covered Persons work in businesses or industries that may benefit from: (1) the information developed by the Corporation; and/or (2) such Covered Person's association with the Corporation. As a result, the Corporation has adopted this Policy in order to create appropriate guidelines for the Corporation's Covered Persons regarding their use of information developed by the Corporation and the manner in which they communicate to the public about their involvement in the Corporation.

#### **Article II**

##### **Use of Information Developed by the Organization**

1. **General Rule.** Except as otherwise provided in this Policy, a Covered Person of the Corporation shall only use and disclose information developed by the Corporation for the benefit of the Corporation.
2. **Exception.** Notwithstanding the foregoing, a Covered Person may use and disclose information developed by the Corporation for the benefit of such Covered Person, but only if: (a) that information has already been publicly disclosed by the Corporation ("Public Information"); and (b) that information has been obtained by such Covered Person on the same terms and conditions and subject to the same limitations as such information is provided to the public ("Publicly Available Terms").
3. **Penalty.** In the event the Board of Directors of the Corporation determines that a Covered Person has (a) used or disclosed information developed by the Corporation that is not Public Information, or (b) obtained Public Information on other than Publicly Available Terms; such Covered Person may be removed as a Board Member, Officer and/or Member of the Corporation as provided in Article IX above. Preliminary to the procedures and vote of the Members in Article IX any such Covered Person may be temporarily removed from said position or office upon the vote or consent of a majority of the non-involved members of the Board of Directors pending completion of the procedures described in Article IX.

### **Article III**

#### **Use or Involvement with the Corporation in Other Business**

1. **General Rule.** A Covered Person of the Corporation may only state or imply that he or she is speaking or acting on behalf of the Corporation if he or she has been specifically directed or authorized to speak or act on behalf of the Corporation by its Board or President.

2. **Exception.** Notwithstanding the foregoing, this Policy shall not prevent a Covered Person from identifying himself or herself as a Member, Board Member, Director, Officer, special advisor, agent, employee or Committee Chairperson of the Corporation; provided that in each such instance he or she shall clearly indicate that he or she is speaking and acting as a private individual and is not speaking or acting in their official capacity on behalf of the Corporation.

3. **Penalty.** In the event the Board determines any Covered Person has stated or implied that he/she is speaking or acting on behalf of the Corporation when he or she has not been specifically directed or authorized to do so by the Corporation's Board or President or that such Covered Person has disclosed or used any of the Corporation's Non-Public information that should not have been disclosed or used; such Covered Person may be removed as a Board Member, Officer and/or Member of the Corporation as provided. in Article IX above. Preliminary to the procedures and vote of the Members in Article IX any such Covered Person may be temporarily removed from said position or office upon the vote or consent of a majority of the non-involved members of the Board pending completion of the procedures described in Article LX.

*Effective on March 7, 2022.*

## ADDENDUM 2

### FINANCIAL REVIEW & OVERSIGHT COMMITTEE OPERATING POLICIES

MARCH 7, 2022

**Purpose, Annual Financial Review & Reports** - The Financial Review & Oversight Committee has been established to conduct periodic reviews of the Corporation's financial operations and report to the Executive Committee and the Board on its findings and suggestions as the Committee deems necessary and/or appropriate, but not less than annually.

**Policy Development** - During these reviews and evaluations, the Committee will observe and make recommendations to establish additional operating policies and reporting procedures to improve current financial and treasury operations and practices to enhance the Treasurer's efforts on behalf of the Corporation.

**Process** - The Corporation's Treasurer will cooperate completely with the Committee and the Treasurer will report to the Executive Committee within five (5) days on any requested financial or banking information or access that has been requested by the Committee and which has not been provided or upon which there is any disagreement on the timely production of the information or access requested.

**Access to Financial Accounts** - The Committee will develop a policy on procedure on the Officers who should be signatory on the Corporation's financial accounts and determine who in addition to the Treasurer will have authority to sign Corporation checks. Once this policy is approved by the Board, the Treasurer will make certain that all banking documents are timely adjusted to comply. The Committee will review the current signatories on the Corporation's accounts as part of their annual review.

**Form of Financial Reporting** - The Committee will develop policy and reporting forms for the Treasurer to create and distribute periodic financial reports to the Board which list revenue, expenses, account balances, etc. The Committee will recommend policy on the timing of said reporting to the President and the Executive Committee, the Board and develop an annual financial report to the members and timely post same on the HSSRA website.

**Exception Policies** - The Committee will develop policy and reporting detail for the Treasurer to timely notify the President, Executive Committee and Board of any outstanding HSSRA checks which have not been cashed or unpaid financial obligations which remain unresolved and are older than six months. The Treasurer and Committee will develop and present to the President and Executive Committee a plan of action(s) to track and resolve any such financial exceptions to the normal financial payment and reporting cycles.

**Required Federal, State and Local Tax & Reporting Obligations** - The Committee will audit the Treasurers compliance with any necessary annual tax or reporting obligations to assure ongoing compliance with all Federal, State, and local requirements. The Committee will work with the Treasurer, Executive Committee, and any necessary professional advisors to determine and stay updated on the Corporation's current tax filing and reporting obligations.

**Financial Reserves** - The Committee will work with the Treasurer and the Executive Committee and professional advisors to analyze and develop policy and investment strategies for the appropriate levels of financial reserves for the Corporation.

**Committee Membership** - The President and Treasurer are members of the Committee by virtue of their office. The President will appoint Members who are experienced accountants, financial officers, financial operations offices, controllers, or similarly qualified individuals including past Treasurers to conduct the periodic reviews, annual reviews and make policy suggestions to the President, Executive Committee, and the Board. All appointed Members of the Committee are appointed by and serve at the pleasure of the President.

*Effective on March 7, 2022.*

