

**CONSTITUTION & BYLAWS  
OF  
THE ST. LOUIS WRESTLING OFFICIALS ASSOCIATION**

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

**Section 1. Name**

The name of the corporation shall henceforth be known as The St. Louis Wrestling Officials Association (the "Corporation" and/or "Association").

**Section 2. Principal Office**

The Principal Office of the Corporation is located at 1725 Sundrop Dr., St. Charles, MO 63303.

**Section 3. Change of Address**

The Board of Directors (hereinafter also referred to as "Board" or "Directors") is hereby granted full power and authority to change the Principal Office from one location to another, both within and without the State of Missouri.

**Section 4. Other Offices**

The Corporation may also have offices at such other places, within or without Missouri, where it is qualified to do business as its business activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE II  
NONPROFIT PURPOSES**

**Section 1. Purpose**

The following are the purposes for which this Corporation is formed:

- [a] The purpose of the Corporation shall be to support and improve the quality of wrestling and officiating in Missouri through the organized study of the rules of scholastic wrestling, their interpretation and the mechanics of officiating.

**ARTICLE III**  
**MEMBERS AND MEMBERSHIP**

**Section 1. Classes of Members**

The Association shall have Members.

**Section 2. Eligibility**

- (a) Full Membership shall open to all persons registered with the Missouri State High School Activities Association or with any reciprocating state's association to officiate wrestling, upon payment of annual dues and upon approval of the membership.
- (b) Student Membership shall be given to all persons who have Full Membership eligibility and are enrolled as full-time students in High School or College.
- (c) Associate Membership shall be open to all coaches or school personnel with responsibilities for wrestling programs or other persons interested in wrestling, upon payment of annual dues and upon approval of the membership. Associate Members shall have no voting rights.
- (d) Inactive Membership shall be comprised of retired officials who have maintained Full Membership in good standing for a minimum of 10 years. Inactive Members have no voting rights and shall not be required to pay any dues or assessments.
- (e) Life Membership shall be comprised of eligible Inactive Members who have been elected a Life member by a majority of vote of the Board of Directors at any Board meeting. A life Member shall enjoy all rights and privileges as a Full Member, but shall not be required to pay any dues or assessments.

**Section 3. Membership Term**

- (a) **Membership Term.** The Membership Term is from June 1<sup>st</sup> through May 31<sup>st</sup> of each year. The Membership Term shall coincide with the MSHAA membership term.

**Section 4. Membership Dues**

Full/Student/Life Members present at the annual meeting of the Association shall determine the amount of Membership dues and assessments for the ensuing year. Subject thereto, Membership Dues as of the 2012-2013 Term are as follows:

- (a) Full/Associate Membership Dues shall be \$25.00 payable by September 1 and running through the Term, as may be amended from time to time by the Board of Directors.
- (b) Student Membership Dues shall be \$10.00 payable by September 1 and running through the Term, as may be amended from time to time by the Board of Directors.

Anything to the contrary notwithstanding, Members whose Dues/Fines are not paid by the due date as set forth hereinabove will not receive an Assignment Schedule until such time said Dues/Fines are paid in full.

**Section 5. Membership in Good Standing**

Full/Student Members must meet the following criteria to retain Membership-in-Good-Standing, as defined hereinafter and as may be amended by the Board from time to time:

- (1) Be current on Dues/Fines to the Association.
- (2) Attend a minimum of two (2) meetings per Term.
- (3) Absent of any written warnings/reprimands sanctioned by the Board for infractions relating to the rules of the Association per Section 6 of this Article.
- (4) Be currently registered as a wrestling official with MSHSAA.
- (5) Be currently in good status with MSHSAA (not on probation).
- (6) All members must participate in the Association fundraiser tournament a minimum of three (3) out of every four (4) years.

**Section 6. Membership Disciplinary Actions**

- (a) Members are subject to the following disciplinary actions as determined by the Board. Majority vote of the Board is all that is required for disciplinary action as is set forth below:
  - a. Verbal reprimand by the Board.
  - b. Written reprimand by the Board.
  - c. Probation.
  - d. Suspension (loss of scheduled assignments).
  - e. Expulsion/Termination of Membership as is set forth hereinafter.
- (b) Written reprimands will remain in effect for the current Term and the following Term.
- (c) Members not in good standing will not receive priority during the scheduling of future wrestling matches.

- (d) Repeated absenteeism will affect futures assignments.
- (e) Any Member proposed for disciplinary action shall be given written notice advising them of the proposed disciplinary action, affording them an opportunity to respond to the proposed disciplinary action in writing or in person before the Board of Directors, and advising them that after review of any Member response the subject Member will receive final written notice of the Board's decision, which decision shall be final.

**Section 7. Expulsion/Termination of Membership**

- (a) Expulsion of membership in the Association shall be for any of the following:
  - i. Unprofessional conduct prior, during or after a game assignment that will reflect ill repute on the sport or Association.
  - ii. Failure to pay monies due to the Association.
  - iii. Acts detrimental to the welfare of the Association.
- (b) Such expulsion of membership shall require the affirmative vote of two-thirds (2/3) of the Board of Directors.
- (c) Any member proposed for expulsion shall be given written notice advising them of the reason for the expulsion, affording them an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and advising them they will receive final written notice of the Board's decision, which decision shall be final.

**Section 8. Reinstatement**

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former member to membership on such terms as the Board of directors may deem appropriate.

**Section 9. Transfer of Membership**

Membership in this Corporation is not transferable or assignable.

**ARTICLE IV**  
**MEETING OF MEMBERS**

**Section 1. Annual Meetings**

Four annual meetings shall be held as prescribed by the Board to cover four basic areas:

- (1) Rules/Situations (in November on a date to be determined by the Board).
- (2) Part II Test (in December on a date to be determined by the Board).
- (3) District Information (in January on a date to be determined by the Board).
- (4) Annual Business (in February on a date to be determined by the Board).

Meeting times shall be at 7:00 PM at a location prescribed by the Board.

Attendance is required at all meetings to add to the Association as a whole and to each individual's professional conduct and abilities. Therefore, a minimum of two (2) meetings must be attended annually to remain a "member-in-good-standing" as described hereinabove. Members not in good-standing will be subject to disciplinary action as also described hereinabove.

**Section 2. Special Meeting**

Special meetings of the members may be called either by the President or the Board of Directors, or by not less than 1/10 of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

**Section 3. Place of Meeting**

The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Missouri.

**Section 4. Notice of Meetings**

Written Notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than 5 nor more than 60 days before the date of such meeting, or, in the case of a removal of one or more directors, not less than 20 nor more than 60 days before the date of the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with

postage thereon prepaid. If by email or facsimile, the notice of a meeting shall be deemed delivered when the outgoing email or facsimile is sent to the member at his or her address as it appears on the records of the Corporation. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

#### **Section 5. Informal Action by Members**

Any action required to be taken at a meeting of the members of the Corporation, or any other action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting further the action so taken, shall be signed either (a) by all the members entitled to vote with respect to the subject matter thereof or (b) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only (a) if, at least five days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (b) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

#### **Section 6. Fixing of Record Date**

For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the Corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

#### **Section 7. Quorum**

A quorum shall consist of fifty percent (50%) of the eligible voting members which shall be comprised of the members-in-good-standing. In order for any business to be conducted, a quorum must be present; with the exception of the Annual Business Meeting where all eligible voters have received notice of the meeting as provided herein. If a quorum is present, the affirmative vote of a majority of the votes represented at the

meeting shall be the act of the members, unless the vote of a greater number or incorporation, or these Bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**Section 8. Proxies**

Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted on after 11 months from its date, unless the proxy provides for a longer period.

**Section 9. Voting**

Each member in good standing shall be entitled to one vote in each matter submitted to vote at a meeting of members; each member may vote either in person or by proxy as provided in Section 8 of this Article.

**Section 10. Executive Secretary**

At any meeting of members, the chair of the meeting may, or upon the request of any member shall, appoint one or more persons as the Executive Secretary for such meeting.

Such Executive Secretary shall ascertain and report the number of votes represented at the meeting, based on their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

**Section 11. Voting by Ballot**

Voting on any question or in any election may be by voice unless the chair of the meeting shall order or any member shall demand that voting be by ballot.

**ARTICLE V**  
**BOARD OF DIRECTORS**

**Section 1. Number of Directors**

The Directors of the Corporation shall consist of seven (7) Full Membership Members as defined hereinabove who are to be elected from the membership at large. Collectively the Directors shall be known as the Board of Directors ("the Board").

**Section 2. Qualifications of Directors**

Other qualifications for Directors of this Corporation shall be as follows:

- a. Maintained three (3) consecutive years (Terms) of membership-in-good-standing.

**Section 3. Powers**

Subject to the provisions of the laws of the State of Missouri and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Notwithstanding the general powers set forth above, the directors shall have the power to:

- a. Appoint and remove, at the Board's discretion, all of the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for the faithful performance of their duties.
- b. Change the Principal Office or the principal business office in Missouri from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or county and to conduct its activities within or outside Missouri; and designate any place within or outside Missouri for the holding of any meetings of members.
- c. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.



- d. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered in the corporate name and for the Corporation's purposes, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debts and securities.

#### **Section 4. Duties**

It shall be the duty of the Directors to:

- a. Act on behalf of the Association on all administrative matters, reporting such actions at each subsequent Association meeting.
- b. Arrange for meetings and events (including facilities, scheduling and leadership) to fulfill the purposes of the Association.
- c. Appoint committees as deemed necessary to assist in the fulfilling the purposes of the Association.
- d. Meet at an agreed upon time prior to the start of the season to set Association meeting dates and agendas.
- e. Assist with settling matters in dispute between schools, coaches, administrators, etc. and our officials.
- f. Decide matters relating to infractions of rules of the Association.
- g. Govern all matters of the Association not specifically stated.
- h. Elect from within Board of Directors a Chairperson annually.
- i. Elect from within the Board of Directors a Secretary annually.
- j. Elect from within the Board of Directors a Treasurer annually.
- k. Elect from within the Board of Directors an Executive Secretary annually.
- l. Elect from within the Board of Directors a Communications Officer annually.
- m. Elect from within the Board of Directors a Committee Officer annually.
- n. Elect from within the Board of Directors a Sergeant of Arms annually.

- o. Approve all monies spent by the Association.
- p. Any monies spent over \$300.00 shall require approval of 2/3 (two-thirds) of the Board of Directors.
- q. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- r. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation, except in the case of compensation where such action would affect a Director in which case said Director shall not participate in any discussions or votes about said action;
- s. Meet at such times and places as required by these Bylaws;
- t. Register their addresses, telephone number, facsimile number, and electronic mail address with the Secretary of the Corporation, and notices of meetings mailed, telegraphed, telephoned, or transmitted via facsimile or electronic mail to them at such addresses shall be valid notices thereof.

**Section 5. Election, Designation, and Term of Office of Directors**

- a. Board members shall be elected each year at the Annual Business meeting from those nominated from the floor.
- b. Election shall be by simple majority of Full/Student/Life Members present.
- c. The term of office for each Board member shall be five (5) years except as provided hereinafter in paragraph (d).
- d. Board terms during the first 5 years will be between 1 and 5 years to achieve a Board member turnover cycle of 1, 1, 2, 1, and 2 every five years.
- e. One or two Board members, according to the cycle in (d), shall be elected each year during the Annual Business meeting.
- f. Board members shall take office upon election.
- g. Forfeiture of Board membership shall occur with loss of Membership-in-Good-Standing as defined herein or failure to fulfill duties of the Board of

Directors as defined in Article V, Section 4. Such forfeiture of Board membership shall require the approval of 2/3 (two-thirds) of the Board.

- h. In the event a Board member vacating an office, an interim Board member shall be appointed by the Board by simple majority to finish the current year. A replacement shall be elected at the next Annual Business meeting.

**Section 6. Compensation and Reimbursement**

Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties so approved and ratified by the Board.

**Section 7. Place of Meetings**

Meetings shall be held at the Principal Office of the Corporation or at such other place as may be designated from time to time by resolution of the Board of Directors or as may be specified in the notice of the meeting.

**Section 8. Regular Meetings**

A regular meeting of Directors shall be held as the Directors so determine in the month of March of each year.

**Section 9. Special Meetings**

Special meetings of the Board of Directors may be called by the President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of Missouri to call special meetings of the Board. Such meetings shall be held at the Principal Office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

**Section 10. Notice of Meetings**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
- b. Special Meetings. At least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the

Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, or by electronic mail and shall state the place, date and time of the meeting and electronic mail notification, the Director to be contacted shall acknowledge receipt of the notice by a return message or telephone call within twenty-four hours of the first such transmission.

- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws or the law of Missouri, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **Section 11. Quorum for Meetings**

A quorum shall consist of a majority of the members of the Board of Directors, except that the required quorum may be reduced, in the event that one or more of the Directors shall be disqualified from voting at any meeting upon any matter, as it relates to the consideration of such matter by one for each such director so disqualified.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### **Section 12. Majority Action as Board Action**

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

#### **Section 13. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation, if any, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Executive Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be decided from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

#### **Section 14. Vacancies**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign by delivering his written resignation to the Corporation at its Principal Office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of Missouri.

Any Director may be removed from the Board, with or without cause, by a majority vote of the other Directors and as permitted by and in accordance with the laws of Missouri. A Director who is also an Officer of the Corporation may only be removed from the Board with or without cause by a two-thirds affirmative vote of the other Directors.

A Director who misses two consecutive meetings may be subject to a formal review by the President, by resolution of the Board, of whether that Director ought to remain on the board.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. A vacancy of the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

#### **Section 15. Nonliability of Directors**

No Director shall be personally liable for the debts, liabilities or other obligations of the Corporation.

#### **Section 16. Telephone Conference Meetings**

Members of the Board of Directors or any committee designated thereby may participate in the meeting of such Board or committee by means of a conference telephone or

similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VI** **OFFICERS**

### **Section 1. Designation of Officers**

The Officers of the Corporation shall be a President, Secretary and Treasurer. The Corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant or Executive Secretaries, Assistant Treasurers and other such officers with such titles as may be determined from time to time by the Board of Directors.

### **Section 2. Qualifications**

Any person may serve as officer of this Corporation. Any officer may, but need not be a director. Any two or more offices may be held by the same person subject to the laws of Missouri. The Secretary shall be a resident of Missouri unless the Corporation has a resident agent appointed for the purpose of service of process.

### **Section 3. Election and Term of Office**

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by

appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

#### **Section 6. Duties of the Chairperson of the Board**

The Chairperson of the Board shall:

- (i) Preside at all Association meetings for the upcoming year.
- (ii) Delegate duties to another Board member in his/her absence.

#### **Section 7. Duties of President**

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

#### **Section 8. Duties of Vice President**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President, if any is elected by the Board at their sole discretion, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

#### **Section 9. Duties of Executive Secretary**

The Executive Secretary shall (a) record the minutes of the meetings of the members and of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) perform all duties incident to the office of Executive

Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

**Section 10. Duties of Secretary**

The Secretary of the Board shall:

- i. Distribute to all members a suitable calendar for recording available dates to officiate; keep such calendars as informed by officials; use such calendars in referral as in (iii) below.
- ii. Receive requests from school authorities for officials for particular matches and advise such authorities of the availability of member officials.
- iii. Prepare the official membership roster; provide such roster to all members and all participating schools; and provide supplemental rosters as directed by the Board.

**Section 11. Duties of Treasurer**

The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

In addition to the above duties, the Treasurer shall:

- i. Receive and disburse Association funds by order of the membership, keep accurate records of all transactions, and report on all financial matters to the membership at the Annual Business meeting.
- ii. Provide printed copies of the financial report to the membership at the Annual Business meeting.



- iii. Record and report to the Board of Directors the attendance of members at all meetings and levy fines for unexcused absenteeism.

**Section 12. Duties of Communication Officer**

- (i) Furnish to all members a current copy of the Bylaws of the Association, with any subsequent amendments.
- (ii) Communicate to the members any information as so directed by the Board of Directors.
- (iii) Notify member officials of all meetings and events of the Association.

**Section 13. Duties of Committee Officer**

The Committee Officer shall report to the Board of Directors regarding any information obtained from the committees and their progress.

**Section 14. Duties of Sergeant of Arms**

- (i) Interpret the Roberts Rules of Order for all meetings.
- (ii) Maintain order at all Association/Board meetings.

**Section 15. Member Representatives**

The Board of Directors may appoint any number of member representatives, who shall have such duties, powers, and terms of office as may be authorized by the Board, subject to the provisions of these Bylaws.

**ARTICLE VII**  
**COMMITTEES**

**Section 1. Committees**

The following standing committees shall be established each year:

- (1) Tournament Committee.
- (2) Banquet committee.
- (3) Conflict Resolution Committee. The Association recommends bringing issues with other Association members to the attention of the Board for the first step of conflict resolution.

**Section 2. Other Committees**

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not members of the Board and shall act in an advisory capacity to the Board.

**Section 3. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE VIII**  
**INDEMNIFICATION**

**Section 1. Indemnification in Actions Other Than By or In the Right of the Corporation**

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, 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 he or she 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 no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

**Section 2. Indemnification in Actions By or In the Right of the Corporation**

The Corporation may 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 is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) 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 he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided 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 negligence or misconduct in the performance of his or her 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 as the court shall deem proper.

**Section 3. Right to Payment of Expenses**

To the extent that a director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

**Section 4. Determination of Conduct**

Any indemnification under Sections 1 and 2 of this Article (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, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

**Section 5. Payment of Expenses in Advance**

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding,

as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

#### **Section 6. Indemnification Not Exclusive**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### **Section 7. Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her 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.

#### **Section 8. Notice to Members**

If the Corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee, or agent, the Corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

#### **Section 9. References to Corporation**

For purposes of this Article, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the

provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

**Section 10. Other References**

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee, or agent of the Corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

**ARTICLE IX**  
**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or by the President of the Corporation.

**Section 3. Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation.

**ARTICLE X**  
**CORPORATE RECORDS, REPORTS AND SEAL**

**Section 1. Maintenance of Corporate Records**

The Corporation shall keep at its Principal Office:

- a. Minutes of all meetings of Directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

**Section 2. Corporate Seal**

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the Principal Office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**Section 3. Directors' Inspection Rights**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

**Section 4. Right to Copy and Make Extract**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

**Section 5. Periodic Report**

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of Missouri, to be so prepared and delivered within the time limits set by law.

**ARTICLE XI**  
**NON-FOR-PROFIT PROVISIONS**

**Section 1. Limitations on Activities**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

**Section 3. Distribution of Assets**

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Missouri.

**Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this Corporation is considered to be a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax

under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE XII**  
**AMENDMENT OF BYLAWS**

The power to alter, amend, or repeal these Bylaws or adopt new bylaws shall be vested in the Full/Student/Life Members by a vote of at least two-thirds (2/3) of those present, so long as a quorum exists, unless otherwise provided in the Articles of Incorporation or the Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

**ARTICLE XIII**  
**CONSTRUCTION OF TERMS**

**Section 1. Conflict of Documents**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

**Section 2. Severability**

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

**Section 3. Reference to Internal Revenue**

All references in these, Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of and future federal tax code.

**ADOPTION OF BYLAWS**

The undersigned, being the incorporator of this Corporation, hereby consents to and hereby adopts the foregoing Bylaws, consisting of 24 pages, as the Bylaws of this Corporation as of \_\_\_\_\_, \_\_\_\_\_, 201\_\_.

\_\_\_\_\_  
Brian Britton, Incorporator