

BY-LAWS  
of  
SEATTLE YOUTH SOCCER ASSOCIATION  
A Non-Profit Corporation

PREAMBLE

Seattle Youth Soccer Association is an affiliated member of the Washington State Youth Soccer Association ("WSYSA"), and by extension the United States Youth Soccer Federation ("Federation") As such, Seattle Youth Soccer Association is bound by the by-laws, policies and regulations of the Federation and WSYSA to the extent required under the law of the State of Washington, and shall abide by the Federation articles, bylaws, policies, and requirements where not in conflict with state law.

ARTICLE I. OFFICES

The principal office of the corporation in the State of Washington shall be located in the City of Seattle, County of King. The corporation may have such other offices, either within or without the State of Washington, as the Board of Commissioners may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Washington a registered office, and a registered agent whose office is identical with such registered office, as required by the Washington Non-profit Corporation Law (the "Act"). The registered office may but need not be identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Commissioners.

ARTICLE II. PURPOSES

Section 2.1 Purposes and Powers. This corporation is organized exclusively for charitable, literary and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The specific purposes for which this corporation is organized are:

Section 2.1.1 To provide an organized soccer program for the youth of Seattle, and to promote, stimulate and expand public interest and understanding of soccer in the City of Seattle and in the State of Washington.

Section 2.1.2 To encourage all individuals regardless of sex, race, color, creed, religion, or national origin to participate in the programs, functions and activities of the corporation. In providing this program and opportunity for young people to participate in sports, the corporation shall further the public interest in youth sports and specifically soccer, and shall also help to promote positive social values, and combat juvenile delinquency.

Section 2.1.3 To form teams in such a way as to promote evenly matched competitions and to maintain the neighborhood team concept by having teams chosen from the specific neighborhoods within the City of Seattle which they represent.

Section 2.2 Amateur Organization. SYSA shall be considered an amateur organization. All SYSA players must be soccer amateurs.

Section 2.2.1 Payment of Coaches. Select Teams may pay their coaches. (Amended August 31, 1998)

Section 2.3 Tax Exempt Status. This corporation is intended to qualify as a tax-exempt charitable, scientific research and/or educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The affairs of the corporation shall be conducted in such manner as to qualify for tax exemption under that section or the corresponding section of any future federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, commissioners, officers or other private persons. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in this Article II.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or attempting to influence legislation. The corporation shall not directly or indirectly participate 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. Notwithstanding any other provisions of these bylaws, the

corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are tax deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future legal code.

Section 2.4 Rules. The corporation shall have authority to enact Rules and Regulations consistent with these By-Laws and the Articles of Incorporation for the conduct of competitions, and the operations of the corporation.

### ARTICLE III. MEMBERS

Section 3.1 General Membership. The membership of SYSA shall be open to the participating players, their parents and guardians, and volunteers organized geographically within the greater City of Seattle into participating member soccer clubs which shall represent the members on the Board of Commissioners. Any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under section 4 of Bylaw 241 of US Soccer (“the Federation”), shall be eligible for membership as well as any amateur soccer organization in its territory.

Section 3.2 Club Membership. Club membership in SYSA must be approved by the Board of Commissioners. Any Club wishing to apply for membership shall:

Section 3.2.1 Letter of Application. Submit a Letter of Application to the Secretary of SYSA by March 1 of the year in which the club first wishes to participate as a member club. Such letter shall include the following:

- (i) The name of the Club
- (ii) The geographic boundaries for the club
- (iii) The Names of the Club officers
- (iv) The name of the Club's Commissioner
- (v) The names and ages of the Club's teams
- (vi) Copies of the Club's organizational documents.
- (vii) A sworn statement signed by the Club's authorized representative that the Club shall adhere to SYSA's Rules, By-Laws and Articles of Incorporation.

Section 3.2.2 Viable Teams. Field at least four (4) teams organized for soccer competition at any level of play who are accepted by the Board of Commissioners as members.

Section 3.3 Review of Application. A Club's Letter of Application shall be first

submitted to the Rules Committee which shall review the Application and make a recommendation to the Board of Commissioners within 30 days as to whether or not the Club should be admitted to membership. The Commissioners shall vote on the Application at their next regularly scheduled meeting after the report of the Rules Committee, or within 60 days of the Application whichever is sooner.

Section 3.3.1 Majority Vote. A majority vote of the Board of Commissioners present shall be required for admission to SYSA.

Section 3.4 Equal Rights. All member clubs shall enjoy equally all the rights, privileges and responsibilities of SYSA membership.

Section 3.5 Select Teams. No member club shall field a team selected by tryouts or other ability based selection process for competition in any SYSA league or tournament competition.

Section 3.5.1 Seattle United, FC. Seattle United, FC, as a member club of SYSA, shall administer the official advanced development (select and Premier) programs of SYSA subject to these By-Laws and the Rules and Regulations of SYSA with regard thereto. (Amended 2009)

Section 3.6 Termination of Membership. Membership in SYSA may be terminated either voluntarily or involuntarily.

Section 3.6.1 Voluntary Termination. Subject to the approval of Washington State Youth Soccer and District 1, any member Club, except Seattle United, FC., may terminate its membership by giving notice to the Secretary not later than March 1 of the year preceding the year of termination. Such Notice of Termination shall be effective on March 1 of the year following provided that any Notice given after March 1 shall not be effective until March 1 of the second following year unless otherwise allowed by the Board of Commissioners. Seattle United, FC. is prohibited from terminating its association with SYSA under Washington State Youth Soccer rules. (Amended 2009)

Section 3.6.2 Involuntary Termination. A member club which fails or refuses to follow the Rules, By-Laws, or Articles of Incorporation of SYSA or which ignores or attempts to circumvent a decision rendered by the SYSA Board of Commissioners, or which in the opinion of the Commissioners seriously damages the interests of SYSA may be suspended or expelled from SYSA by a vote of two thirds (2/3) of the Commissioners present at a meeting called for that purpose. A motion for suspension or expulsion may be made by any Commissioner, or upon recommendation of the Rules Committee.

## ARTICLE IV. BOARD OF COMMISSIONERS

Section 4.1 General Powers. The affairs of the corporation shall be managed by its Board of Commissioners. Commissioners need not be residents of the city of Seattle, but each member of the Board of Commissioners shall represent one member soccer club.

Section 4.2 Number, Tenure and Qualifications. The number of commissioners shall be at least three (3), with the actual number varying dependent upon the number of clubs recognized as members by the Board of Commissioners. Each Commissioner shall be appointed by the member club which he or she represents, and hold office until his/her successor has been appointed and qualified.

Section 4.3 Annual Meeting. An annual meeting of the commissioners shall be held on the third, fourth or fifth Saturday of April of each year as determined by the Board for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Washington, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Commissioners shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 4.4 Regular Meetings. The Board of Commissioners may provide by resolution the time and place, either within or without the State of Washington, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.5 Special Meetings. Special meetings of the Board of Commissioners may be called by or at the request of the President or any two commissioners. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Washington, as the place for holding any special meeting of the Board called by them.

Section 4.6 Notice. Notice of any special meeting of the Board of Commissioners shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Commissioner may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director

attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Section 4.7 Quorum. A majority of the Board of Commissioners shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the commissioners are present at said meeting, a majority of the commissioners present may adjourn the meeting from time to time without further notice.

Section 4.8 Manner of Acting. Each Commissioner shall have one vote. The act of a majority of the commissioners present at a meeting at which a quorum is present shall be the act of the Board of Commissioners, unless the act of a greater number is required by law or by these By-laws.

Section 4.9 Vacancies. Any vacancy occurring in the board of Commissioners and any commissionership to be filled by reason of an increase in the number of commissioners must be filled by the appointment by the member club such Commissioner represents. In the event a Commissioner is not appointed for a period of three months such club will lose its membership privileges in SYSA, and will have to apply to the Board for re-instatement on good cause shown.

Section 4.10 Compensation. Commissioners as such shall not receive any stated salaries for their services, but by resolution of the Board of Commissioners a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 4.11 Informal Action by Commissioners. Any action required by law to be taken at a meeting of commissioners, or any action which may be taken at a meeting of commissioners, may be taken without a meeting by e-mail or other electronic communication setting forth the action so taken and allowing each Director and Officer to record his or her vote thereon. Any such actions shall be confirmed at the next regularly scheduled Board meeting.

## ARTICLE V. OFFICERS

Section 5.1 Officers. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Commissioners

may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Commissioners. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5.1.1 Voting. No officer shall have a right to vote on any corporation business to come before the Board of Commissioners except as provided in Section 5.5 below provided that a Commissioner who is serving as an officer on an interim basis due to an unfilled vacancy may vote in his or her capacity as a Commissioner.

Section 5.2 Election and Term of Office. The officers shall be elected for two year staggered terms and shall be elected by the Board of Commissioners at a regular annual meeting of the Board of Commissioners. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Commissioners. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 5.3 Removal. Any officer elected or appointed by the Board of Commissioners may be removed by the Board of Commissioners whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.4 Vacancies. A vacancy in any office because of resignation, death, removal, disqualification or otherwise, may be filled by the Board of Commissioners for the un-expired portion of the term.

Section 5.5 President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Commissioners, and shall be authorized to vote solely for the purpose of breaking any tie vote by the Commissioners.

Section 5.5.1 Authority. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Commissioners, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Commissioners has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Commissioners, by these bylaws, or by statute to some other officer or agent of the corporation; and in general s/he shall perform all duties incident to the office of President and such other

duties as may be prescribed by the Board of Commissioners from time to time.

Section 5.6 Vice Presidents. SYSA shall have five Vice-Presidents who are elected by the Board - Vice President of Administration; Vice-President of Competition; and the Vice-President of Finance; and Vice-President of Recreational Development... Their duties shall be as assigned and defined by the President and the Board of Commissioners. In general such duties may include, but are not limited to the following:

Section 5.6.1 Vice-President of Administration. In the absence of the President or in event of his inability or refusal to act, the Vice President of Administration shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President of Administration shall also supervise:

- a. Scheduling
- b. Parks and Recreation
- c. Fields
- d. New Officer Nominations
- e. Applications for Membership

5.6.2 Vice-President of Competition. The Vice-President of Competition shall supervise the following activities:

- a. Canadian Exchange
- b. Other Exchange Programs
- c. League play
- d. Championship Tournament play

5.6.3 Vice President of Finance. The duties of the Vice-President of Finance shall include:

- a. Maintaining permanent financial records and maintain a bookkeeping system for the corporation.
- b. Maintain a bank account on behalf of the corporation
- c. Disburse funds as approved by the resident and the Board.
- d. Maintain records of all property owned by SYSA including trophies.
- e. Payment of taxes or fees levied on the association by local, state or federal authorities.

5.6.4 Vice-President of Operations. The duties of the Vice-President of Operations shall include:

- a. The registration of and confirmation of eligibility of players for SYSA competitions and with state and national organizations.
- b. The registration of teams, and confirmation of their eligibility for SYSA, state or national competitions.
- c. Serving as liaison between SYSA and the state and national and international soccer organizations affecting SYSA.
- d. Maintenance of SYSA corporate non-profit status with state and federal authorities including filing any reports or statements required by such authorities on an annual, quarterly or other basis.

5.6.5 Vice-President of Recreational Development. The Vice-President of Recreational Development shall be responsible for:

- a. Providing multiple coordinated opportunities for players in recreational programs throughout the Association to improve their individual skills and techniques in age-appropriate ways;
- b. Providing multiple coordinated opportunities for coaches in recreational programs throughout the Association to improve their knowledge of soccer and their ability to teach the game in an age-appropriate manner;
- c. Developing new programs to enhance the recreational soccer playing and coaching experience

( Adopted August 2003)

Section 5.7 Treasurer. If required by the Board of Commissioners, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Commissioners shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Commissioners.

Section 5.8 Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Commissioners in one or more books provided for

that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed 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 bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Commissioners.

Section 5.9 Presidential Appointments. In addition to the above elected officers the President may appoint committee chairs, and others assigned specific responsibilities for carrying out the affairs of the corporation.

## ARTICLE VI. COMMITTEES

Section 6.1 Committees. The Board of Commissioners, by resolution adopted by a majority of the Commissioners in office, may designate and appoint one or more committees, each of which shall be chaired by a person appointed by the President, and which resolution, shall have and exercise the authority of the Board of Commissioners in the management of the corporation.

Section 6.1.1 Authority. No such committee shall have the authority of the Board of Commissioners in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Commissioner or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Commissioners which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 6.1.2 Responsibility. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Commissioners, or any individual Commissioner, of any responsibility imposed upon it or him/her by law.

Section 6.2 Standing Committees. The corporation shall have two standing Committees to assist the Board in the efficient administration of the Corporation.

Section 6.2.1 Rules Committee. The Rules Committee is hereby designated as a permanent standing committee for the purpose of managing certain aspects of the affairs of the Corporation as set forth in Article VII of these By-Laws.

Section 6.2.2 Disciplinary Committee. The Disciplinary Committee is hereby designated as a permanent standing committee which is created for the purpose of managing certain aspects of the affairs of the organization as more particularly set forth in Article VIII of these By-Laws.

Section 6.3 Other Committees. Other committees not having and exercising the authority of the Board of Commissioners in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the commissioners present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the corporation, and the President of the corporation shall appoint members thereof. Any member thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interest of the corporation shall be served by such removal.

Section 6.4 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee is sooner terminated, or unless such member is removed from such committee, or unless such member ceases to qualify as a member thereof.

Section 6.5 Chairperson. One member of each committee, including Standing Committees shall be appointed by the President as chairperson by the person or persons authorized to appoint members thereof.

Section 6.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.7 Quorum. Unless otherwise provided in the resolution of the Board of Commissioners designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of a committee.

Section 6.8 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Commissioners.

## ARTICLE VII. RULES COMMITTEE

Section 7.1 Authority. The Rules Committee shall have authority:

Section 7.1.1 To propose and recommend to the Board of Commissioners Rules and Regulations with regard to the operation of the corporation, and the conduct of competitions sponsored by the corporation which are not inconsistent with these By-Laws;

Section 7.1.2 On resolution passed by the Board of Commissioners, review any change to the Rules and Regulations proposed by any Commissioner, officer, or member of the corporation, and submit its recommendation to the Board of Commissioners within the time period specified in the Resolution referring the matter to the Committee.

Section 7.1.2.1 Nothing herein shall be construed to require such review by the Rules Committee, and referral of any matter to the Rules Committee by the Board of Commissioners shall be entirely within the discretion of the Board.

Section 7.1.3 To review applications for admission to club status with the corporation as well as voluntary and involuntary terminations of club status;

Section 7.1.4 To review any other matter referred to it by resolution of the Board of Commissioners.

Section 7.2 Retained Authority. The power to approve By-Laws, or Rules and Regulations or changes thereto shall lie solely with the Board of Commissioners.

Section 7.3 Review. The Rules Committee shall meet not less often than once a year in February and shall review all existing Rules and Regulations of the corporation and make recommendations to the Board of Commissioners as to any changes to such Rules and Regulations which the Committee deems appropriate.

Section 7.2 Chair. The Chair of the Rules Committee shall be appointed by the President of the corporation and shall serve for a two year term.

Section 7.3 Members. Each member club of the corporation shall appoint one member to serve on the Rules Committee until their successor is appointed.

## ARTICLE VIII. DISCIPLINARY COMMITTEE

Section 8.1 Authority. The Disciplinary Committee shall have authority to hear

all protests, appeals, and disciplinary matters involving infractions filed with regard to SYSA league or tournament games played involving players and coaches registered with the corporation as well as such other matters as may be determined by the Board or these By-Laws, and to resolve such protests including imposing penalties on any player or coach as the committee in its sole discretion determines to be appropriate.

Section 8.2 Chair. The Chair of the Disciplinary Committee shall be appointed by the President of the corporation and shall serve for a two year term.

Section 8.3 Members. Each member club of the corporation shall appoint one member to serve on the Disciplinary Committee until their successor is appointed.

Section 8.4 Meetings. The Disciplinary Committee shall have regular meetings at least once a month during league and tournament play or more often as necessary to resolve all matters coming before the committee.

Section 8.5 Hearings. The Disciplinary Committee may conduct a hearing with regard to any matter before it and hear and consider any written or oral evidence presented with regard any appeal, protest or infraction before rendering its decision.

Section 8.5.1 Conflicts. No member of the Committee may vote on any decision where such member was directly associated with the team, player, or coach involved or was a witness to the events involved.

Section 8.5.2 Testimony. Oral testimony at Disciplinary Committee hearings shall be limited to the Player, coach, referee or linesman involved in the incident resulting in the hearing.

Section 8.6 Misconduct, and Discipline. The Disciplinary Committee may issue orders of discipline as it in its discretion deems appropriate. Discipline imposed may include warnings, suspension, or permanent expulsion from the activities of the corporation.

Section 8.6.1 Dismissals (Red Cards). Any person sent off (red carded) by a referee before during or following a match shall be subject to an automatic suspension from the next league or tournament game unless such matter is appealed within 48 hours to the Disciplinary Committee. The matter is subject to additional action by the Disciplinary Committee.

Section 8.6.2 Cautions (Yellow Cards). Any person who is

cautioned (yellow carded) by a referee three times in any season shall be suspended for one league or tournament game.

Any additional yellow card received in that season will each result in an additional game suspension.

Section 8.7 Records. The Disciplinary Committee shall keep a formal record of all actions taken by it, and of all discipline imposed on any coach or player.

Section 8.8 Protests. Protests of any referee's actions or other game related incidents must be given verbally by the protesting coach to the referee and the opposing coach before leaving the field.

Section 8.8.1 Filing Requirements. A written protest must be mailed to the Disciplinary Chair, or any disciplinary committee member within seventy-two (72) hours of the incident. The protest must be signed by the coach, and specify the date of the game, the field, the names of the teams involved, and their clubs, sex, and age group, the name of the referee (if known), and a description of the protested incident.

Section 8.8.2 Filing Fee. Protests shall be accompanied by a \$25 filing fee.

Section 8.8.3 Scope of Review. Protests involving matters within a referee's discretion will not be heard or reviewed by the Disciplinary Committee.

Section 8.9 Appeals. The purpose of the Disciplinary Committee is to provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. All grievances involving the right to participate and compete in activities organized or sponsored by SYSA may be appealed first to the to the Board of Commissioners of the corporation., then to the WSYSA Appeals Committee and finally to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 8.9.1 Any appeal to the Board of Commissioners must be filed with the President of the corporation within seven days of the receipt of the decision from the Disciplinary Committee. It shall be discretionary with the Board as to whether review will be accepted. Further review must be filed in accordance with the rules of the body to which the matter is appealed.

Section 8.9.2 Scope of Review. Review by the Board, if granted, will be only on the record presented to the Disciplinary Committee. No new evidence will be presented to the Board. The Board will only consider whether the Disciplinary Committee abused its discretion in making its decision.

## ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 9.1 Contracts. The Board of Commissioners may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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. The Corporation may, in the discretion of the Board of Commissioners pay any officer, employee, or other person providing services to the corporation for such service provided that such payment shall not exceed the reasonable market value for such services.

Section 9.2 Checks, Drafts, Et Cetera. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed at least two of four officers or agents of the corporation as authorized by the Board.

Section 9.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, savings and loan institutions, brokerage accounts or other depositories as the Board of Commissioners may select.

Section 9.4 Gifts. The Board of Commissioners may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 9.5 Loans. No loans shall be made by the corporation to its commissioners or officers.

## ARTICLE X. BOOKS AND RECORDS

Section 10.1 Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Commissioners and committees having any of the authority of the Board of Commissioners, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE XI. FISCAL YEAR AND SEAL

Section 11.1 Fiscal Year. The fiscal year of the corporation shall begin on the

first day of July and end of the last day of June in each year.

Section 11.2 Seal. The Board of Commissioners may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

## ARTICLE XII. WAIVER OF NOTICE

Section 12.1 Waiver. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XIII. INDEMNIFICATION OF COMMISSIONERS AND OFFICERS

Section 13.1 Indemnification. Subject to case by case determination as mandated by the provisions of Section 13.2 below, the corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened civil, criminal, administrative or investigative (other than an action by the corporation) by reason of the fact that s/he is or was a director or officer 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 him/her in connection with such action, suit or proceeding if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Section 13.1.2 Plea. 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 that the person did not act in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, s/he had reasonable cause to believe that his/her conduct was unlawful.

Section 13.1.3 Exception. 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/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 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 13.2 Case by Case Determination. Any indemnification under Sections 13.1, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that the director or officer has met the applicable standard of conduct set forth in Section 13.1 and that indemnification is therefore proper in the circumstances. Such determination shall be made:

(a) By the Board of Commissioners by a majority vote of a quorum consisting of commissioners who were not parties to an action, suit or proceeding under Sections (1) and (2);

(b) If a quorum under paragraph (a) of this subsection is not obtainable, or, even if obtainable, if a quorum of disinterested commissioners so directs, by independent legal counsel in a written opinion; or

(c) By the court in which the action, suit or proceeding under Sections (1) or (2) is or was pending upon application by the corporation or the agent, attorney or other person rendering services in connection with the defense, whether or not the corporation opposes the application by the attorney, agent or other person.

Section 13.3 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section (4) upon receipt of a reasonable undertaking or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that the corporation may make indemnification as authorized in this section.

Section 13.6 Not Exclusive. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested commissioners or otherwise, both as to action in the official capacity of the person indemnified 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 13.7 Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a commissioner, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a commissioner, officer, employee or agent of another corporation,

partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by the person in any such capacity or arising out of the person' status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article.

#### ARTICLE XIV. AMENDMENTS TO BYLAWS

Section 14.1 Amendments. These bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of sixty percent of the Commissioners present at any regular meeting or special meeting called for such purpose, and at which a quorum is present: PROVIDED THAT the amendment must have been read and reviewed at a prior meeting of the Commissioners which has taken place not less than thirty (30) days prior to the meeting at which the vote is taken on the amendment, and further PROVIDED THAT the amendment complies with the Act and does not adversely affect the corporation's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

I certify that this is a fully conformed copy of the bylaws as adopted with amendments the most recent of which were added July, 2009 by resolution of the Board.

/s/ Douglas G. Anderson  
Secretary