

BYLAWS  
OF  
KANSAS SPORTS OFFICIALS ASSOCIATION

ARTICLE I

Offices

Section 1. Principal Office. The principal office for the transaction of business of the Association is located at 5806 W. 125<sup>th</sup> Street Overland Park, KS 66209-3716

Section 2. Registered Office and Agent. The Corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption, a resolution certifying the same shall be executed, acknowledged, and filed with the Secretary of State, and a certified copy thereof shall be recorded in the Office of the Records and Tax Administration for the County in which the new registered office is located

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II

Purpose

Section 1. Purpose. The purpose for which this Corporation is organized may include, but not be limited to, the following:

- A. Further the interests of amateur sports by recruiting, training, ranking and assigning amateur officials to games;
- B. Promote to members expected standards for amateur sports officiating;
- C. Promote the welfare of amateur sports and amateur sports officials who are members of this Association;
- D. Encourage the spirit of fair play and sportsmanship in officiating;

E. Work with organizations and corporations connected with sports to further amateur sports officiating and all persons involved;

F. Provide educational programs to advance the skills of member amateur sports officials;

G. Work with sports administrators to provide qualified amateur officials to officiate their sports;

H. Promote high principles of honesty, sportsmanship, and fair play in sports officiating that the Association may involve itself;

I. Cooperate with the state high school activities/athletics association in Kansas;

J. Cooperate with other organizations, corporations and persons for the purposes of the foregoing

### ARTICLE III

#### Membership

Section 1. Membership. The annual membership year shall begin on July 1 and end on June 30. Membership may be renewed from year to year in a manner prescribed by policy. Members shall be comprised of the following persons or entities within the following classes of membership:

A. Full Membership. Comprised of individuals who are qualified, as noted in Article III Section 2 of these bylaws, have signed applications, have complied with all the membership requirements as defined in that application, officiate amateur contests, and have no unpaid dues or fines.

B. Associate Membership. Comprised of members who do not meet the requirements of any other class of members and are first or second-year officials (or remain at the youth (non-high school) level) working games in their first sport. They shall not have voting rights and privileges during meetings of the membership.

C. Affiliate Membership. Comprised of individuals or business entities who have a special interest in the purposes of this Association. Affiliate members shall have no voting rights or privileges during meeting of the members.

D. Honorary Membership. Comprised of individuals upon whom the Association desires to confer such status according to policy and procedures established by the Board of Directors. Honorary members shall have no voting rights or privileges during meetings of the membership.

E. Other Types of Memberships. Comprised of individuals or entities as defined, from time to time, by the Board of Directors. These members shall have no voting rights or privileges during meetings of the membership.

Section 2. Membership Application. This Association may accept individuals for membership pursuant to criteria established by this Association and such application for membership shall be accepted or rejected by a majority vote of the Board of Directors. Application for membership forms shall be reviewed annually by the Board of Directors.

Section 3. Resignation. A member may resign by filing a written resignation with the Secretary, which shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt, but such resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid prior to the receipt of such resignation. Any dues previously paid to the Association will not be refunded, in full or part, upon resignation.

Section 4. Reinstatements. Reinstatements will be considered in the same manner as new member applicants.

Section 5. Liability Insurance. Each member is advised to obtain, at the member's full cost, and keep in full force and effect while officiating or assigning games as independent contractors, a liability insurance policy covering the member for actions or omissions arising out of officiating or assigning.

Section 6. Standard of Conduct by Membership. Every member is expected to adhere to the cardinal principles of officiating games by the rules as written; by maintaining a non-adversarial demeanor and by acting in the best interest of the Association. Additionally, each member is deemed to have been served notice of changes in or additions to these Bylaws, guidelines, regulations, policies and/or procedures by announcement thereof at any regular or special meetings of the membership (whether they attend or not), postings on the official Association website, or by notification thereof sent by electronic notice via an e-mail address provided by the member and contained in their membership record.

Section 7. Equal Opportunity. Membership in this Association shall be based on qualifications previously stated herein and in no way shall factors of race, creed, color, national origin, or sexual orientation be considered in such qualifications. All references of "he," "him," "his," and "man" in these Bylaws shall refer to both genders equally and does not imply a requirement of

gender.

Section 8. Status of Members. All members of the Association are independent contractors and are not employees of the Association, or of any officer(s) or assignor(s) of games of the Association or of any other person or entity for whom the members may work and as such no deduction of any taxes will be taken out of any payment to them. All members shall recognize this status and understand that the Association, nor its officer(s) or assignor(s) of games, are employers, and therefore the members may not be able to collect worker's compensation from the Association or any other person or entity for injuries sustained while performing or traveling to and from officiating, assigning, training, or officiating-related or assignment-related work. Each member should obtain and maintain disability insurance for injuries arising out of this chosen avocation.

Section 9 Dues. Membership dues shall be specified by written resolution of the Board of Directors. Such dues may be changed from time to time, as determined by the Board of Directors. Non-payment of dues shall be a proper cause for probation, suspension, or revocation of membership. All dues shall be payable and collected by the Treasurer in a manner prescribed by the Board of Directors. Annual dues may vary for each sport or if an official works more than one sport, as determined by the Board of Directors.

## ARTICLE IV

### Meetings of Members

Section 1. Meetings of Members and Notice. Meetings of members of the Association, other than Annual meetings, may be held from time to time. The President shall set the dates, hours, and sites for these meetings and the Secretary shall give written notice of the meeting to the membership at least seven (7) days prior to the meeting. Written notice shall be provided through electronic notification to members.

Section 2. Special Meetings of Members and Notice. The President, solely or at the request in writing of a majority of the Board of Directors, is hereby authorized to call a special meeting of the Association, following the notification of the Board. The President shall set the dates, hours, and sites for Special meetings and the Secretary shall give written notice to the membership at least seven (7) days prior to the meeting. Written notice shall be provided through electronic notification to members.

Section 3. Quorum to Conduct Business. The presence of twenty-five percent (25%) of the Full Members constitutes a quorum for a meeting of the membership of the Association. If a quorum is not achieved at a meeting of the members, then no official resolution may be voted upon. If a quorum is not present, then an electronic vote shall be called within thirty (10) days requiring 50% of the original quorum necessary to hold the meeting. This process shall continue until a quorum of members is met to conduct business of the Association.

*Last updated: November 12, 2023*

Section 4. Voting. A simple majority vote of Full Members is necessary to resolute a decision, where a quorum is present, except where some other number is required by law or by these Bylaws. Proxy or absentee voting shall not be permitted.

Section 5. Annual Meeting of Members, Time and Place. The annual business meeting of members of this Association shall be held in April, May or June at an hour and site to be determined by the President, following notification of the Board of Directors.

Section 6. The Order of Business at Meetings of Members Shall Be:

- A. Roll Call (if not conducted by sign in);
- B. Reading and approval of the minutes, unless waived;
- C. Report of the Treasurer, if any;
- D. Report of the Sport Coordinators, if any;
- E. Report of other officers, if any;
- F. Report of the President;
- G. Report of committees, if any;
- H. Special Orders;
- I. Old Business;
- J. Election of board members (if annual meeting);
- K. New Business and announcements;
- L. Adjournment

Section 7. Meetings. In addition to the annual business meeting, each member is encouraged to attend sport-specific meetings in which they officiate and clinics to which they are invited to continue their education and training.

## ARTICLE V

### Meetings, Generally

Section 1. Parliamentary Procedure. All meetings of the membership, meetings of the Board of Directors and committee meetings of the Association shall be conducted in accordance with the rules contained in Robert's Rules of Order (newly revised), except when such rules conflict with specific provisions of these Bylaws. A copy of said Robert's Rules of Order

(newly revised) is recommended to be held in custody of the President (or acting chair) and should be available at each meeting.

Section 2. Chair and Acting Chair. The President shall preside as Chair at all scheduled meetings of the membership and the Board of Directors. In the absence of the President, the first listed officer present of the following shall preside as Acting Chairman: Vice President, then Secretary, then Treasurer, then Director according to seniority in order of time served on the Board. Each committee's Chair or Acting Chair shall preside at meetings of the committee.

## ARTICLE VI

### Board of Directors

Section 1. General Powers and Duties. The business affairs of the Association shall be managed by its Board of Directors who may exercise all such powers of the Association as are not required by law or these Bylaws to be exercised by the Members, to specifically include (but not limited to):

- A. To alter, amend or repeal the Bylaws of the Association;
- B. To select and remove officers, agents and employees of Association, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or these Bylaws, and may require from them security for faithful service;
- C. To approve or disapprove any proposed expenditure of funds of the Association. Such authority may be general or confined to specific instances;
- D. To be the initial interpreter of the Association's Bylaws. Between meetings, the President may assume this role on behalf of the Board of Directors subject to review and approval by the Board of Directors at its next meeting. Such interpretations may be overturned by a two-thirds (2/3) vote of the Membership;
- E. To establish such guidelines, regulations, policies and procedures as the Board of Directors deem necessary to effectuate these bylaws and the orderly operation of the Association.

Section 2. Composition, Elections, Terms and Removal. The composition of Board of Directors shall be a minimum of five (5) and a maximum of twelve (12) voting board members and any ex-officio member as designated by the Board of Directors. Ex-officio members shall be non-voting directors. Any contracted assigner(s) may be an ex-officio non-voting director if approved by the Board of Directors. Of the total voting directors, a majority shall consist of Full Members of the Association as described in Article III.

A. A Director's term shall be for a period of three years, beginning July 1 of the year elected or the remaining board member term if an open position is filled by a replaced director.

B. Directors whose terms are expiring, shall be filled through an open election by voting members of the Association at least 30 days prior to the new fiscal year, July 1.

C. Directorships open for election shall be voted upon at a meeting of members duly called for that purpose, but if any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at a special meeting of members held for that purpose as soon thereafter as may be convenient.

D. A Director may be removed from office at any time for cause by a majority vote of the remaining Directors. A board member may be removed only after reasonable notice and an opportunity to be heard has been provided. Cause may include, but not be limited to, any board member missing three (3) consecutive regular meetings of the board of directors, or six (6) or more regular meetings in a running twelve (12) month calendar period. A director participating through tele-conference would be counted in attendance at a meeting.

E. Members at a duly called business meeting for that purpose, shall vote for directors as prescribed by the Board of Directors. If at any time, by reason of death, resignation, or other cause, the Association should have no Directors in office, then any officer or any member or any executor, administrator, trustee or guardian of a member or other fiduciary entrusted with the responsibility for the person or estate of a member may call a special meeting of the members in accordance with the provisions of these Bylaws, or may apply to the District Court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each Director so elected shall hold office until his successor is elected at an annual or a special meeting of the members or his replacement for his remaining term is elected by the remaining Board of Directors.

F. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the members fail at any annual or special meeting of members at which any Director or Directors are elected to elect the full authorized number of Directors to be voted for at a meeting, or if any Director or Directors elected shall refuse to serve. The election to fill vacancies shall be a priority of the remaining board members and voted on by voice vote, unless requested otherwise by a Director.

**Section 3. Executive Committee.** An Executive Committee of the Board shall consist of the current President, Vice President, Secretary and Treasurer and

*Last updated: November 12, 2023*

up to two other persons appointed by the President. This committee shall be responsible for:

- A. Reviewing the written policies of each standing committee;
- B. Educating current board members;
- C. Orientating new board members;
- D. Composing a slate of candidates for open board member seats. Members of this committee shall be ineligible for election to an open seat, other than renewal of their current position. A slate of candidates shall be prepared for presentation at the annual meeting. A call for nominations from the floor will be offered for each open position. Voting will proceed with all nominated candidates;
- E. Conducting a review of current bylaws every three years and making a written recommendation to the board regarding proposed amendments (if any).

Section 4. Quorum to Conduct Business. The presence of a majority of Directors entitled to vote at the beginning of a properly called meeting shall constitute a quorum for a meeting of the Board of Directors.

Section 5. Voting. A simple majority vote of such Directors present where a quorum is present is necessary to resolve a decision, except where some other number is required by law or by these Bylaws. Proxy and Absentee voting shall not be permitted.

Section 6. Consent Resolutions. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consented to in writing (setting forth the action so taken) and signed by the Directors.

Voting members holding at least twenty percent (20%) of the outstanding memberships may call a meeting at any time to fill any vacancy or vacancies not filled by the Directors in accordance with the above procedures. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the members shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 7. Place of Meetings. Regular and special meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by consent of all members of the Board. In the absence of such designation, all meetings shall be held at the principal office of the Association.

*Last updated: November 12, 2023*



Section 8. Organizational Meeting. The Board of Directors shall hold an organization meeting to elect officers, and for the transaction of other business as shall be on the agenda. Notice of such meeting is hereby waived.

Section 9. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call when the Board of Directors may from time to time designate in advance of such meetings. Notice of all such regular meetings of the Board of Directors is hereby waived.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if absent or unable or refuses to act, by the Secretary or by any other Director. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written electronic notice sent at least five (5) days before the date of such meeting or be hand delivered at least two (2) days before the date such meeting is to be held.

Section 11. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 12. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Adjournment. A simple majority of the Directors present may adjourn any Directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

Section 14. Inspection of Books and Records. Any Director shall have the right to examine Association's membership ledger, a list of its members entitled to vote and its other books and records for a purpose reasonably related to such Director's position as a Director. Where there is any doubt concerning the inspection rights of a Director, the parties may petition the District Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.

Section 15. Fees and Compensation. Directors shall not receive any stated salary or fixed fee for their services as Directors. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

## ARTICLE VII

### Officers and Committee Members

Section 1. Officers. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and other officers as determined appropriate by the Board of Directors. The officers shall be selected from among the membership or Board Members of the duly elected Board of Directors. Officer duties are primarily to administer the policies of the board. Each elected officer's term shall be for the fiscal year of the Association or until their successor shall have been elected, or until death, resignation, or removal.

A. President. The President shall be the Chief Executive Officer of the Association and shall be responsible for all management functions. S/he shall have executive authority to see that all orders and resolutions of the Board of Directors are carried into effect, and, subject to the control vested in the Board of Directors by statute or these Bylaws, shall administer and be responsible for the overall management of the business affairs of the Association. Additionally, s/he may appoint a Parliamentarian who shall serve for such a period and perform such additional duties as the President may from time to time determine.

B. Vice President. The Vice President shall be a director of the Association and will preside at meetings of the Board of Directors in the absence of, or request of the President. The Vice President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

1. In the absence of the President or a vacancy in the office of President, s/he shall be the Acting President, with the full authority of President until the absence or vacancy no longer exists.

C. Secretary. The Secretary shall be the Chief Information Officer of the Association and shall:

1. Keep the minutes of the meetings of the membership and the Board of Directors; See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; Be custodian of the records and of the seal of the Association and see that the seal or a facsimile or equivalent thereof is affixed to or reproduced on all documents, and execution of which on behalf of the Association under its seal is duly authorized; Have charge of the membership records of the Association in consultation with the Membership committee; In general, perform all duties incident to the office of Secretary, and such other duties as are provided by these Bylaws and as from time to time are assigned by the Board of Directors or by the President;

D. Treasurer. The Treasurer shall be the Chief Financial Officer of the Association and shall:

1. Receive and be responsible for all funds of and securities owned or held by the Association and, in connection therewith, among other things, keep or cause to be kept full the accurate records and accounts for the Association; deposit or cause to be deposited to the credit of the Association all money, funds and securities so received in such bank or other depository as the Board of Directors or an officer designated by the Board of Directors may from time to time establish; and disburse or supervise the disbursement of the funds of the Association as may be properly authorized;
2. Render to the Board of Directors at any meeting when asked, financial and other appropriate records on the condition of the Association, and;
3. In general, perform all the duties incident to the office of Treasurer and such other duties as are provided by these Bylaws and as from time to time may be assigned by the Board of Directors or by the President.

E. Assigning Commissioner(s). An Assigning Commissioner, if any, shall:

1. Upon receipt of availability from a list of Full Members within his or her sport, shall make all game assignments for the membership;
2. Represent the Association in negotiations concerning the membership within his or her sport, with leagues and coaches and/or other officials on matters concerning game fees, scheduling of games, contracts where applicable and other appropriate issues. The Assigning Commissioner(s) and the Executive Committee shall act cooperatively in such matters as the situation shall demand, including but not limited to, acts of controversy between members of the Association, leagues and coaches and/or officials of entities served by the Association;
3. Within ethical boundaries, seek additional entities that the Association may serve;
4. Perform other duties as are provided by these Bylaws and as from time to time may be assigned by the Board of Directors or by the President.

Section 2. Compensation of Officers. Officers may not receive compensation for services provided to the Association without resolution of the board of

*Last updated: November 12, 2023*

directors. Officers may receive reimbursement for incurred expenses duly submitted for review and approval in accordance with appropriate financial processes as approved by the Association. Any contracted agent providing a direct service to the organized may be compensated for that activity.

Section 3. Election of Officers. All officers of the Association shall be elected by the incoming Board of Directors at the organization meeting of the Board.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at that time, or the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal of Officers and Committee Members. Elected officers of the Association serve at the wishes of the Board of Directors and may be removed from office with or without cause by three-fourths (3/4<sup>th</sup>) vote of the Board of Directors. If a written petition, signed by at least twenty-five percent (25%) of Full Members of the Association, shall file a petition with the Secretary or President for the removal of an officer, then the petition shall allege any improper conduct, malfeasance, dishonesty, gross neglect of duty, or gross incompetence in connection with the performance of the officer's duties or cite that the member no longer meets the qualifications of office specified. In the best interests of the Association, the Board of Directors may remove any elected officer or committee member from office.

Section 6. Filling Vacancies of Officers. Any vacancy in an elected officer shall be filled by appointment of a majority vote of the Board of Directors. Such appointment shall take effect immediately or at that time specified within a resignation, as determined by the Board of Directors.

## ARTICLE VIII

### Standing and Ad-Hoc Committees

Section 1. Standing Committees. The Association shall have standing committees, as directed by the board, to achieve the intended purposes of the Association. It is expected these committees will be chaired by a Board Member and may include volunteers from among the membership. These committees shall be:

- A. Advertising and Marketing Committee. This committee shall be responsible for all public and social media, including design and maintenance of the Association's official website.
- B. Executive Committee. As defined in Article VI.
- C. Finance Committee. This committee shall account for the financial affairs of the Association.
- D. Membership Committee. This committee shall be responsible for membership and renewal applications, membership cards,

member privileges; be a conduit between members and the Board of Directors and establish a grievance process for members. A policy and procedures for a grievance shall be made known to members.

E. Training and Evaluation Committee. This committee shall supervise the Association's member official training and evaluation programs.

## Section 2. Standing Committees, Generally.

A. Quorum. A quorum to conduct business for each committee shall be a simple majority of its voting members.

B. Ex-Officio Members. The President may appoint ex-officio member(s) to any committee.

C. Requirements for Appointment of Members. Each committee will select its own Chair and Recording Secretary. In the absence of a Chair, the President may designate an Acting Chair who shall act until the committee shall select its own Chair. Members of each committee are not required to be a Full member and shall be appointed or re-appointed annually, by June 30th. A committee member may be removed from a committee by a simple majority of voting members of that committee or by the Board of Directors.

D. Vacancy. A committee vacancy due to death, resignation, or removal, may be filled by the committee chair or by the President.

E. Additional Duties. In addition to other assigned duties, each committee shall perform other duties as directed by the President.

Section 3. Ad-Hoc Committees. The President of the Association shall establish and appoint members to any ad-hoc committees, as needed.

## ARTICLE IX

### Miscellaneous

Section 1. Indemnification of Directors and Officers. When an individual is sued, either alone or with others, because of her or her actions as a Director, Officer or Committee Chair, proceeding arising out of any alleged misfeasance or nonfeasance in the performance of duties or out of any alleged wrongful act against Association or by Association, s/he shall be

indemnified for his reasonable expenses, including attorney's fees incurred in the defense of the proceeding.

The amount of such indemnity which may be assessed against Association, its receiver, or its trustee, by the court is the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceedings, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a part to the proceeding. Notice of the application for such indemnity shall be served upon Association, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. Notice of the application for such indemnity shall be serviced upon Association, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner prescribed above for the notice of members' meetings, in such form as the court directs.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to Association shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Directors.

Section 3. Annual Financial Report. An annual financial report to members shall be required, and the Board of Directors may cause to be presented to members said report in such form and at such times as may be deemed appropriate by the Board of Directors or these Bylaws.

Section 4. Contracts, Deeds, Etc., How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize in writing any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of Association, and such authority may be general or confided to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind Association by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contract, agreements, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of Association by the President (or by the Secretary serving in the absence of the President), or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of Association by the President.

Section 5. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of Association. In the absence of action by the Board of Directors, however, the fiscal year of Association shall end on June 30.

Section 6. Inspection of Corporate Records. The membership ledger, the books of the account, and minutes of proceedings of the members, the Board

of Directors and of executive committees of Directors shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interest as a member. The list of members entitled to vote shall be prepared at least ten (10) days before every meeting of members by the officer in charge of the member ledger, which shall be the Secretary, and shall be open to inspection by any member, for any purpose germane to the meeting, during ordinary business hours for at least ten (10) days prior to such meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member and shall include the right to make abstracts. Demand for inspection other than a members' meeting shall be made in writing upon the President of the Association.

Section 7. Inspection of Bylaws. Association shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at any reasonable times during ordinary business hours.

## ARTICLE X

### Dissolution

Upon the dissolution of the Corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XI

### Amendments

These Bylaws may be repealed, and new bylaws adopted, by a majority vote of the Board of Directors. Amendments may also be proposed and adopted at any regular or special meeting called by the Board of Directors for such purpose; provided, however, that the time and place fixed by the Bylaws for the annual election of Directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of an amendment of these Bylaws shall be given to each member having voting rights within ten (10) days after the date of such amendments by the Board.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

A. That I am the duly elected and acting Secretary of Kansas Sports Officials Association, a Kansas not-for-profit association; and

B. That the foregoing Bylaws, constitutes the amended Bylaws of said Association, as duly adopted at the meeting of the Board of Directors having an effective date of November 12, 2023

IN TESTIMONY WHEREOF, I have hereunder subscribed my name and affixed the seal of the said Association, if any, having an effective date of November 12, 2023