

AMENDED CODE OF REGULATIONS
OF
THE OHIO COLLEGIATE SOCCER OFFICIALS ASSOCIATION, INC.

(Adopted June 11, 1988, except as otherwise noted.)

ARTICLE ONE: THE CORPORATION

THESE REGULATIONS

1.01 These Regulations constitute the Code of Regulations adopted by the Ohio Collegiate Soccer Officials Association, Inc., for the governance and management of its affairs.

References herein to “the Corporation” mean the Ohio Collegiate Soccer Officials Association, Inc.

The headings and subheadings of these regulations shall not be used in interpreting the meaning of any section or these regulations.

(Adopted February 25, 2007)

NONPROFIT OPERATIONS

1.02 The Corporation shall not have or issue shares of stock. No dividend will be paid, and no part of the income of the Corporation will be distributed to its Members, Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Directors or Officers for services rendered or reasonable and necessary expenses incurred.

The Corporation shall make no loans to any of its Officers, Directors or Members.

(Adopted February 25, 2007)

PURPOSES AND POWERS

1.03 The Corporation shall have the purposes or powers as stated in its Articles of Incorporation and whatever powers are or may in future be granted by the laws of the State of Ohio.

(Adopted February 25, 2007)

PRINCIPAL OFFICE

1.04 The principal office of the Corporation shall be Columbus, Franklin County, Ohio.

(Adopted February 25, 2007)

FISCAL YEAR

1.05 The fiscal year of the Corporation shall be the calendar year.

(Adopted February 25, 2007)

ARTICLE TWO: MEMBERS

TYPES

2.01 The following shall be the types of members of the Corporation:

- (A) Active Member
- (B) Associate Member
- (C) Inactive Member
- (D) Affiliate Member
- (E) Dual Members

(Adopted June 11, 1988. Amended February 25, 2007)

NEW CANDIDATE MEMBERSHIP REQUIREMENTS

2.02 To be admitted to active membership in the Corporation, the following requirements must be fulfilled:

- (A) Must submit three letters of recommendation, two from active NISOA members in good standing with at least five years of NISOA experience and one from a college soccer coach, NISOA assessor or NISOA clinician;
- (B) Must pass the written examination with a minimum score of seventy-five percent;
- (C) Must take the NISOA Physical Fitness Test;
- (D) Must have a minimum of three verifiable years of soccer officiating experience at the varsity high school level or above
- (E) Must have officiated as a referee in at least 25 games at the high school varsity amateur or professional level, under the approved NISOA officiating systems;
- (F) Must pass two field performance assessments using the approved NISOA officiating systems per NISOA policy code 900.181
- (G) Must join NISOA and pay relevant dues; must join OCSOA and pay relevant dues
- (H) Must be at least 18 years of age

(Adopted February 5, 1989. Amended February 25, 2007)

ACTIVE MEMBER RENEWAL REQUIREMENTS

2.03 To renew active membership in the Corporation, the following requirements must be fulfilled:

- (A) Must pay annual local chapter dues and NISOA dues
- (B) Must take the annual NISOA refresher test
- (C) Must attend three mandatory local chapter meetings
- (D) Must attain a minimum average score of 1 or more on the NISOA Physical Performance Test (PPT)
- (E) Must attend the Annual Rules Meeting

Members not fulfilling these requirements may not be renewed as Active Members.

ASSOCIATE MEMBERSHIP

2.04 Open to any and all persons interested in the sport of soccer, and in the Corporation. Such members do not have the right to vote, hold office, or officiate intercollegiate soccer games. Dues shall be paid at the full active member rate for both NISOA and OCSOA. The completion of the PPT is not required. Attendance at the Annual Rules Meeting is not required.

(Adopted January 1, 1990. Amended February 25, 2007)

AFFILIATE MEMBERSHIP

2.05 Affiliate membership shall consist of those persons interested in serving the Association as an assessor. Dues shall be paid to OCSOA and to NISOA.

INACTIVE MEMBERSHIP

2.05 Inactive membership may be granted to any active member for a period not to exceed one year. Such members shall not have the right to officiate intercollegiate soccer or hold local or national office. Dues shall be paid to OCSOA and NISOA.

DUAL MEMBERSHIP

2.06 Persons who are active registered members of another NISOA chapter outside of the OCSOA, Inc., may become Dual Members. A Dual Member is granted game assignment privileges as determined by the Game Assignment chair. Such members shall have a voice, but no vote, in the business of the Corporation, and may be disciplined in accordance with the Articles of incorporation and Code of Regulations. In order to become a Dual Member, a candidate must meet the following requirements:

(A) Provide evidence of being a member in good standing of NISOA, from the parent NISOA chapter;

(B) Pay the OCSOA membership fee;

(Adopted February 3, 1991. Amended February 25, 2007)

OCSOA ONLY-ASSOCIATE MEMBERSHIP

2.07 Open to any and all persons interested in the sport of soccer, and in the Corporation. Such members do not have the right to vote, hold office, or officiate intercollegiate soccer games. Such members do have the right to hold appointed offices in OCSOA only (not NISOA). Dues shall be paid at the full active member rate for OCSOA only. The completion of the PPT is not required. Attendance at the Annual Rules Meeting is not required.

(Adopted January 1, 1990. Amended February 25, 2007)

EXAMINATION

2.08 The new member candidate's written examination shall be administered by the president or his/her designated representative.

(Adopted February 5, 1989. Amended February 25, 2007)

TERMINATION OF MEMBERSHIP

2.09 Membership in the Corporation shall be terminated by any one of the following:

- (A) Written resignation of the member; or
- (B) Failure to pay annual dues, NISOA dues, penalties, or late fees, in accordance with Section 2.11; or
- (C) Per Section 9.01.

(Adopted February 5, 1989. Amended February 25, 2007)

CHARACTER OF ALL MEMBERSHIPS

2.10 Membership in the Corporation is non-assessable, nontransferable and nonassignable.

(Adopted February 5, 1989. Amended February 25, 2007)

CLOSING MEMBERSHIP BOOKS

2.11 For the purpose of taking a record of the Members entitled to notice of, or to vote at, any meeting of the Members, or in order to make a determination of Members for any other purpose, the Board of Directors may provide that the membership books shall be closed for a stated period, but not to exceed thirty days. No notice need be given of any such closing.

(Adopted February 25, 2007)

ANNUAL DUES FOR MEMBERS

2.12 The annual dues for members shall be determined by the Board of Directors, and shall be in addition to any NISOA dues, penalties or late fees. Annual dues shall include corporation dues, game assignment fees, penalties and late fees. Per-game fees are to be paid by assistant referees and referees. Any annual dues, NISOA dues, penalties, or late fees are nonrefundable.

(Adopted February 4, 1990. Amended February 25, 2007)

(A) Any member whose dues are received after the set deadline but before the cut-off date shall pay a late fee in addition to the annual dues. Such members shall also pay any late fee or penalty fee imposed by NISOA for chapter fees submitted one month late.

(Adopted February 5, 1989.)

(B) Any member who has not postmarked his/her dues by the cut-off date shall be deemed to have terminated membership in the Corporation, and can be reinstated only in the same manner as any other new candidate for membership.

(Adopted February 5, 1989. Amended February 25, 2007)

ARTICLE THREE: MEMBERS' MEETINGS

TIME, DATE AND PLACE OF ANNUAL MEETING OF MEMBERS—BUSINESS TRANSACTIONED

3.01 The annual meeting of the Members shall be held at any reasonable time, date and place within the State of Ohio, as fixed by the Board of Directors. At such meeting, Directors and all other elective Officers shall be elected, reports of the affairs of the Corporation shall be considered and any other business may be transacted which is within the Members' powers.

(Adopted June 11, 1988. Amended February 25, 2007)

CALLING OF SPECIAL MEETINGS

3.02 On request in writing to the President, sent by certified mail or delivered to the President in person, by any person(s) entitled to call a special meeting of the Members, the President of the Corporation shall forthwith fix the time, date and place of the special meeting and shall cause notice to be given to the Members entitled to vote, that a meeting will be held not less than ten days after the receipt of the request by the President. Nothing contained in this section shall be construed as limiting, fixing or affecting the time or date when a special meeting of the Members called by action of the Board of Directors, may be held.

(Adopted June 11, 1988. Amended February 25, 2007)

PERSONS ENTITLED TO CALL SPECIAL MEETINGS

3.03 Special meetings of the Members may be called at any time, by any of the following: President, Vice-President entitled to exercise the President's authority under Section 6.08, the Board of Directors by action at a meeting or a majority of the Directors acting without a meeting. Persons constituting ten percent of the Members of record of the Corporation may also call a special meeting of the Members.

(Adopted June 11, 1988. Amended February 25, 2007)

NOTICE OF ANY MEETING

3.04 Written notice of all meetings of Members shall be delivered, personally, by regular mail addressed to the Member at the address appearing on the membership books of the Corporation or as supplied to the Corporation for the purpose of notice, with postage prepaid, by facsimile transmission or electronic mail to the facsimile transmission number or the electronic mail address appearing on the membership books of the Corporation, all fees or postage prepaid, Notice is deemed given when so respectively transmitted, placed in regular mail or actually delivered, whichever is earlier, and the day notice is transmitted, placed in regular mail or actually delivered shall be included in computing the period of time for the giving or required or permitted notice. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to members shall also constitute a written notice or report if addressed, electronically mailed, faxed or delivered to the member's address, electronic mail address or fax telephone number as shown in the corporation's current list of members as of the date of the closing of the corporate books for purpose of determining who is entitled to said notice.

The Secretary shall be charged with the giving of such notice to each Member of record entitled to vote at such meeting.

(Adopted June 11, 1988. Amended February 25, 2007)

TIME OF NOTICE OF ANY MEETING

3.05 Notice of any meeting of Members shall be delivered not less than seven nor more than sixty, days before the date of the meeting, or in the case of a meeting held for the purpose of a merger or consolidation, not less than twenty nor more than forty, days before the date of the meeting. Notice shall be deemed given upon deposit in the mails, sending by facsimile transmission or by electronic mail, provided that the postal notice is postage prepaid and that the postal address, electronic mail address or facsimile transmission number utilized is that of record for the Member on the Corporation's books, and regardless of actual receipt.

(Adopted June 11, 1988. Amended February 25, 2007)

CONTENTS OF NOTICE OF ANY MEETING

3.06 Notice of any meeting of the Members shall state the time, date and place of the meeting. The notice shall also state the general nature of the business to be transacted, if it is a special meeting. If its purpose, or one of its purposes, will be to consider voluntary dissolution or the revocation of a voluntary dissolution by act of the Corporation, or to consider a proposed disposition of all, or substantially all, of the assets of the Corporation, outside the ordinary course of business, the notice must state such purpose. If the purpose of the meeting, or one of its purposes, is to consider a proposed merger or consolidation, a copy of a summary of the plan or merger or consolidation shall be included in, or enclosed with, the notice, which shall state the purpose of such meeting. If the purpose of the meeting or one of its purposes, is to consider a proposed amendment or repeal of an Article(s) of Incorporation, the notice must set forth the proposed amendment or a summary of the changes to be effected thereby. If the purpose of the meeting, or one of its purposes, is to consider a proposed amendment or repeal of a section(s) of these Regulations, the notice must set forth the proposed amendment or a summary of the changes to be effected thereby.

(Adopted June 11, 1988. Amended February 25, 2007)

NOTICE OF ADJOURNED MEETING

3.07 When a Members' meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty days, it is not necessary to give any notice of its time, date or place or of the business to be transacted thereat, other than by announcement at the meeting at which adjournment is taken.

(Adopted June 11, 1988. Amended February 25, 2007)

QUORUM OF THE MEMBERS

3.08 Unless the Articles of Incorporation or these Regulations otherwise provide, the voting Members present in person, by mail ballot or electronic mail ballot, for all matters except election of elected officers, regional advisory members and alternate regional advisory members, at any meeting of voting Members, shall constitute a quorum for such

meeting. The affirmative vote of a majority of the voting Members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the Members, except that no action required by law, the Articles of Incorporation or these Regulations to be taken by a specified proportion or number of the voting Members may be authorized or taken by a lesser proportion or number. For purposes of this section, participation by a member in a meeting through the use of any means of communication described in this section constitutes presence in person of that member at the meeting for purposes of determining a quorum.

(Adopted June 11, 1988. Amended February 25, 2007)

ADJOURNMENT FOR LACK OR LOSS OF QUORUM

3.09 A majority of the voting Members present at a meeting, whether or not a quorum is present, may adjourn a meeting from time to time.

(Adopted June 11, 1988. Amended February 25, 2007)

MEMBERS OF RECORD AT ADJOURNED MEETINGS

3.10 When any determination of Members entitled to vote at any meeting of Members has been made as provided in this Article of these Regulations, such determination shall apply to any adjournment thereof.

(Adopted June 11, 1988. Amended February 25, 2007)

RECORD OF MEMBERS

3.11 The officer having charge of the membership book of the Corporation, the Secretary, shall make, at least ten days before the meeting of Members, a complete record of Members, listing the Members entitled to vote at such meeting, arranged in alphabetical order, with the address, facsimile transmission and email address of each, which list, for a period of ten days prior to such meeting, shall be kept on file at the Secretary's residence and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting. The original membership book, or a duplicate thereof kept in the State of Ohio, shall be prima facie evidence as to who are the Members entitled to examine such book or to vote at any such meeting of the Members.

(Adopted June 11, 1988. Amended February 25, 2007)

VOTING OF MEMBERS

3.12 Each Member entitled to vote shall vote only once on each matter submitted to a vote.

(Adopted June 11, 1988. Amended February 25, 2007)

VOTING BY VOICE AND BALLOT

3.13 Voting by Members on any election or other matter need not be by written ballot, unless a Member demands election or a vote by ballot before the voting begins, and shall be conducted at a meeting or by written ballot submitted by mail, electronic mail or fax or by combination, PROVIDED THAT a vote may be by voice or show of hands provided that any ballots submitted shall be counted as well in behalf of the respective candidate or matter.

(Adopted June 11, 1988. Amended February 25, 2007)

WAIVER OF NOTICE

3.14 Whenever any notice whatever is required to be given to a Member under the provisions of law, the Articles of Incorporation or these Regulations, a waiver thereof, in writing, signed after the time for giving such notice, shall be deemed equivalent to the giving of such notice; however, in the case of a special meeting, the business to be transacted and the purpose of the meeting shall be stated in the waiver of notice.

If a member attends a meeting without protesting prior to or at the commencement of the meeting, then the lack of proper notice shall be deemed to be waived by the member,

(Adopted June 11, 1988. Amended February 25, 2007)

ACTION WITHOUT MEETING

3.15 Any action required by law, the Articles of Incorporation or these Regulations to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting, if a ballot or proxy in writing, setting forth the action so taken, shall be signed by that percentage of Members as required by these Regulations, entitled to vote thereon at a meeting for such purpose, and the same is filed with the Secretary of the Corporation.

A telegram, cablegram, electronic mail or an electronic or other transmission capable of authentication, which appears to have been sent by the Member and that contains an affirmative vote or approval of that Member is a signed writing for purposes of this section. The date on which that telegram, cablegram, electronic mail or electronic or other transmission is sent is the date on which the writing is signed.

(Adopted June 11, 1988. Amended February 25, 2007)

CONDUCT OF MEETINGS

3.16 At every meeting of the Members, the Chair of the Board of Directors, or, in the Chair's absence, the officer designated by the Chair, shall act as Chair. The Secretary of the Corporation, or in the Secretary's absence, the Vice-President, shall act as Secretary of all meetings of the Members. The precedence and procedure on motions and other procedural matters at Members' meetings shall be governed by "**Robert's Rules of Order**," insofar as those rules are not inconsistent with law, the Articles of Incorporation or these Regulations.

(Adopted June 11, 1988. Amended February 25, 2007)

ORDER OF BUSINESS AT ALL MEETINGS

3.17 The order of business at all annual meetings of the Members, and insofar as practicable, at all special meetings of the Members, shall be as follows:

- (1) Call to order.
- (2) Proof of notice of the meeting by the Secretary.
- (3) Roll call.
- (4) Announcement of a quorum.
- (5) Reading, or waiver of reading, and approval of the minutes of the previous meeting.
- (6) Announcements.
- (7) Reports of officers.
- (8) Reports of committees.
- (9) Election of Officers.
- (10) Old or unfinished business.
- (11) New business.
- (12) Adjournment.

(Adopted June 11, 1988. Amended February 25, 2007)

ARTICLE FOUR: DIRECTORS

DIRECTORS DEFINED

4.01 “Directors,” when used in relation to any power or duty requiring collective action, means the “Board of Directors.” The Directors shall be those Officers listed in Section 4.04, who shall, ex officio, be Directors, and, as Directors, they shall be entitled to exercise all powers, and shall be subject to all of the duties and responsibilities, of Directors.

(Adopted June 11, 1988. Amended February 25, 2007)

QUALIFICATIONS OF DIRECTORS

4.02 The qualifications for becoming and remaining a Director of this Corporation are as follows:

- (A) Directors must be qualified for and elected to an Office listed in **§6.01** of these Regulations, and
- (B) Must be a Member of the Corporation.

(Adopted June 11, 1988. Amended February 25, 2007)

POWERS

4.03 The business and affairs of the Corporation and all corporate authority and powers shall be exercised by, or under the authority of, the Board of Directors, subject to the limitations imposed by law, the Articles of Incorporation and these Regulations, as to action which requires the authorization or approval of the Members.

The Board of Directors shall be responsible for giving direction to and governing, corporate officers in the discharge of their duties.

The Board of Directors shall be responsible for setting, via resolution, the annual dues pertaining to Membership in the Corporation.

(Adopted June 11, 1988. Amended February 25, 2007)

Without limiting the general authority of the Board of Directors, it is expressly declared that the Directors shall have the following powers:

Appointment and Removal of Officers

(A) To appoint certain subordinate officers not elected by the Members, to remove and supervise all elected and appointed officers and agents of the Corporation in accordance with law, the Articles of Incorporation and these Regulations; to prescribe powers and duties for them that are not inconsistent with law, the Articles of Incorporation or these Regulations and to require from them security for faithful service. The Board of Directors may, by adoption of an appropriate resolution, delegate these powers to any officer or officers of the Corporation.

(Adopted June 11, 1988. Amended February 25, 2007)

Management of Corporation

(B) To conduct, manage and control the affairs and business of the Corporation, and to make rules and regulations for that purpose that is not inconsistent with law, the Articles of Incorporation or these Regulations.

(Adopted June 11, 1988. Amended February 25, 2007)

Offices

(C) To change the principal office of the Corporation from one location to another and to establish and locate from time to time one or more subsidiary offices of the Corporation within or without the State of Ohio. If the location of the principal office of the Corporation is changed, the Corporation's Articles of Incorporation must be amended to reflect the change.

(Adopted June 11, 1988. Amended February 25, 2007)

Members' Meetings

(D) To designate any place within or outside the State of Ohio as the location for any Members' meeting or meetings.

(Adopted June 11, 1988. Amended February 25, 2007)

Books and Records

(E) To cause to be maintained in the form and manner prescribed by law and these Regulations, and to be kept open for the inspection of any person entitled to inspect on proper demand, complete books and records of account, minutes of the proceedings of Members, Directors and Committees of the Directors, and records of Members as

prescribed in these Regulations, showing Members' addresses, telephone and facsimile transmission numbers and electronic mail addresses.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and of its subsidiary corporations, domestic or foreign. Inspection by a Director may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts or copies via any means.

(Adopted June 11, 1988. Amended February 25, 2007)

Litigation

(F) To direct the commencement, defense or other appearance of the Corporation in any litigation and to engage counsel for the Corporation in connection with the litigation.

(Adopted June 11, 1988. Amended February 25, 2007)

Contracts and Obligations

(G) To assume any obligations, enter into any contracts or do any acts incidental to the transaction of the Corporation's business or the attainment of its corporate purposes.

(Adopted June 11, 1988. Amended February 25, 2007)

Business Outside of the State of Ohio

(H) To qualify the Corporation to do business in any other state, territory, dependency or foreign country and to conduct its business within or without the State of Ohio.

(Adopted June 11, 1988. Amended February 25, 2007)

Contributions

(I) To make contributions of corporate property, in behalf of the Corporation, for the public welfare or for charitable, scientific, religious, educational, memorial or social purposes.

(Adopted June 11, 1988. Amended February 25, 2007)

Sale and Use of Corporate Property

(J) To sell, convey, alienate, transfer, lease, assign, exchange or otherwise dispose of, and to mortgage, pledge, hypothecate and otherwise encumber, the real and personal property and the franchises of the Corporation, subject to the provisions of law, the Articles of Incorporation and these Regulations.

(Adopted June 11, 1988. Amended February 25, 2007)

Acquisition of Property

(K) To purchase, hold, lease or otherwise acquire real and personal property in behalf of the Corporation, within or outside of the State of Ohio, and to take real and personal property by will, gift or bequest.

(Adopted June 11, 1988. Amended February 25, 2007)

Committees

(L) To establish Committees as required by these Regulations and otherwise as deemed appropriate and to delegate to any Committee any of the powers and authority of the Board of Directors in the management and affairs of the Corporation, in accordance with law, the Articles of Incorporation and these Regulations.

(Adopted June 11, 1988. Amended February 25, 2007)

Amendment, Repeal or Enactment of Regulations

(M) The Board of Directors, by an affirmative vote of six present, may amend, repeal or enact new Regulations at any special or regular meeting. The amendment, repeal or enactment shall be voted upon at the next annual business meeting of the Members and, unless approved by a majority vote of a quorum, present in person or by proxy, shall, effective on the date of said annual business meeting, be held prospectively void. It is intended that the effect of a disaffirming vote by the Members shall be prospective in operation only, and prior actions or nonactions in pursuance of the amendments, repeals or enactments shall remain valid.

(Adopted June 11, 1988. Amended February 25, 2007)

NUMBER OF DIRECTORS

4.04 The number of Directors of the Corporation shall be eight. Each of the following elected Officers shall be ex officio Directors, with all powers and responsibilities as Directors: President, Vice-President, Secretary, Treasurer and four Regional Advisory Members. Each such Officer-Director shall possess all of the powers and authority of his/her respective elected Office and of a Directorship.

(Adopted June 11, 1988. Amended February 25, 2007)

TERM OF OFFICE

4.05 The term of elected office shall be two years. Directors elected as provided in these Regulations, or at a special meeting called for that purpose. Each Director shall hold office until the next election and until a successor is elected, or until his/her earlier resignation, removal from office or death.

(Adopted June 11, 1988. Amended February 25, 2007)

VACANCIES

4.06 Vacancies in the Board of Directors shall exist in case of the occurrence of: **(a)** the death or resignation of any Director; **(b)** if, at any ballot or any annual or special meeting of the Members at which any Director is to be elected, the Members fail to elect the full, authorized number of Directors at that meeting or on that ballot; or **(c)** an increase in the number of Directors or **(d)** failure to have or to maintain qualifications of Office.

(Adopted June 11, 1988. Amended February 25, 2007)

REMOVAL OF DIRECTORS

4.07 Any Director may be removed by the Board of Directors, thereby creating a vacancy on the Board if:

- (A)** By order of court the Director has been found to be of unsound mind.
- (B)** The Director ceases to hold the qualifications.

(Adopted June 11, 1988. Amended February 25, 2007)

FILLING VACANCIES

4.08 Vacancy in any elected office of the Corporation shall be filled by the President's appointment from the most recent election list of the person having the next highest number of votes for the respective vacant elected office, provided such person is both willing and qualified to serve under these Regulations. Each person so appointed shall enter upon that Office and be an ex officio Director, with all of the powers, authority and responsibility of that Officer and of a Director, as if elected thereto.

(Adopted June 11, 1988. Amended February 25, 2007)

COMPENSATION

4.09 The Board of Directors shall serve without compensation, but may receive reimbursement from the Corporation for their ordinary and necessary expenses, incurred in the business of the Corporation.

(Adopted June 11, 1988. Amended February 25, 2007)

CONFLICTS OF INTEREST

4.10 Conflicts of interest shall be governed by **Ohio Revised Code §1702.301, effective April 10, 2001, 2000 House Bill Number 597**, and as amended from time to time.

(Adopted June 11, 1988. Amended February 25, 2007)

BYLAWS

4.11 The Board of Directors may adopt and from time to time, amend or repeal, bylaws for their own governance. Such bylaws may not be inconsistent with law, the Articles of Incorporation or these Regulations.

(Adopted June 11, 1988. Amended February 25, 2007)

ARTICLE FIVE: DIRECTORS' MEETINGS

PLACE OF MEETINGS

5.01 All meetings of the Board of Directors shall be held at such place, within the State of Ohio, as may be designated from time to time by a majority of the Directors or as may be designated in the notice calling the meeting. At the determination of the Board of Directors, its meetings may be held solely by means of communications equipment in lieu of being held at a physical place.

(Adopted June 11, 1988. Amended February 25, 2007)

REGULAR MEETINGS

5.02 Regular meetings of the Board of Directors shall be held without call or notice, immediately following each annual meeting of the Members of the Corporation, and at such other times as the Directors may determine.

(Adopted June 11, 1988. Amended February 25, 2007)

CALL OF SPECIAL MEETING

5.03 Special meetings of the Board of Directors may be called by the President or by any two Directors.

(Adopted June 11, 1988. Amended February 25, 2007)

NOTICE OF SPECIAL MEETING

5.04 Notice of any meeting of the Board of Directors shall be delivered to each Director not less than two nor more than five, days before the date of the meeting. Notice of a meeting shall contain time, date, place and purpose of any special meeting. Notice shall be deemed given upon deposit in the mails, with postage prepaid, or sending by facsimile transmission or by electronic mail, provided that the facsimile transmission number or the address utilized is that of record for the Director on the Corporation's books, regardless of actual receipt. Notice shall be given by the Secretary, but may be given by the person calling a special meeting.

(Adopted June 11, 1988. Amended February 25, 2007)

VALIDATION OF MEETING DEFECTIVELY CALLED OR NOTICED

5.05 The transactions of any meeting of the Board of Directors, however called or noticed or however held, are valid as though had at a meeting duly held after regular call and notice, if a quorum of the Board of Directors is present and if, either before or after the meeting, each of the Directors not present signs a waiver of notice and irregular call, as the case may be. All such waivers shall be filed with the corporate records or made a part of the minutes of the meeting. If a director attends a meeting without protesting prior to or at the commencement of the meeting, then the lack of proper notice shall be deemed waived by the director. Each Director who is present at a meeting will be conclusively presumed to have assented to the action taken at such meeting unless the Director's dissent to the action is entered on the minutes of the meeting or, if the Director is absent from such meeting, unless his/her written objection to the action is promptly filed with the Secretary of the Corporation when he or she learns of the action. The right to dissent shall not apply to a Director who voted in favor of the action.

(Adopted June 11, 1988. Amended February 25, 2007)

QUORUM

5.06 A majority of the number of Directors in office constitutes a quorum of the Board of Directors for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by law, the Articles of Incorporation or these Regulations.

(Adopted June 11, 1988. Amended February 25, 2007)

ACTION BY CONSENT OF BOARD WITHOUT MEETING

5.07 Any action required by law, the Articles of Incorporation or these Regulations to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board of Directors, may be taken without such meeting, if a consent, in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof, and is filed with the Secretary of the Corporation. A telegram, cablegram, electronic mail or an electronic facsimile

transmission capable of authentication, which appears to have been sent by the Member and that contains an affirmative vote or approval of that Member is a signed writing for purposes of this section. The date on which that telegram, cablegram, electronic mail or electronic facsimile transmission is sent is the date on which the writing is signed.

(Adopted June 11, 1988. Amended February 25, 2007)

ADJOURNMENT

5.08 In the absence of a quorum, a majority of the Directors present may adjourn from time to time, until the time fixed for the next regular meeting, or the call of a special meeting of the Board of Directors.

(Adopted June 11, 1988. Amended February 25, 2007)

NOTICE OF ADJOURNED MEETING

5.09 Notice of the time, date and place of holding an adjourned meeting, or of the purpose if the adjourned meeting was a special meeting, need not be given to absent Directors if the time, date and place are fixed at the meeting adjourned and if a special meeting is adjourned, if the purpose of the adjourned special meeting has not changed.

(Adopted June 11, 1988. Amended February 25, 2007)

CONDUCT OF MEETINGS

5.10 At every meeting of the Board of Directors, the Chair of the Board shall preside. The President shall be, ex officio, the Chair of the Board of Directors. The Secretary of the Corporation shall act as Secretary of the Board of Directors. In case the Secretary shall be absent from the meeting, the Chair of the Board of Directors may appoint any Director to act as the Secretary of the meeting.

(Adopted June 11, 1988. Amended February 25, 2007)

ARTICLE SIX: OFFICERS

NUMBER AND TITLES

6.01 The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. One person may hold only one Office and one Director's office.

(Adopted June 11, 1988.)

ELECTION

6.02 The Officers of the Corporation, except such Officers as may be appointed, shall be chosen by the Members in accordance with ARTICLE 15 of these regulations. Each Officer shall hold office until resignation, removal, disqualification, death or until his/her successor is elected and qualifies. An Officer may hold only one elective Office, and may not hold additional appointed Offices.

(Adopted June 11, 1988. Amended February 25, 2007)

REMOVAL AND RESIGNATION

6.03 Any appointed officer or agent may be removed by a majority vote of the Board of Directors, with or without cause, and may be suspended by the Board pending a final resolution of removal. Any elected Officer may be removed by the Members only for cause and may not be suspended pending a final determination by the Members that cause exists for removal. Prior to any removal for cause, the Board shall (1) provide the Officer with a written notice of the alleged grounds for removal; (2) conduct a hearing to determine whether cause exists; (3) permit the Officer to present evidence at or prior to the hearing; and (4) permit the Officer to cross-examine any witnesses presented against him/her. It shall not be necessary for the Members to follow the rules of evidence in conducting the hearing. Any Officer may resign at any time by giving 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 time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary for it to be effective.

(Adopted February 25, 2007)

SUBORDINATE OFFICERS

6.04 The Board of Directors may appoint such other Officers or agents as may be deemed necessary, each of whom shall hold office for such period, have such authority, and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Regulations, or as may be determined by resolution of the Board of Directors, consistent herewith. The Board of Directors may delegate to any Officer the power to appoint any such subordinate Officer or agent and to specify their duties and authority. Any subordinate Officers appointed to serve under this §6.04 shall serve without compensation, but may be reimbursed for ordinary and necessary expenses by resolution of the Board of Directors.

(Adopted February 25, 2007)

VACANCIES

6.05 Vacancy in any elected office of the Corporation shall be filled by the President's appointment from the most recent election list of the person having the next highest number of votes for the respective vacant elected office, provided such person is both willing and qualified to serve under these Regulations. Each person so appointed shall enter upon that Office and be an ex officio Director, with all of the powers, authority and responsibility of that Officer and of a Director, as if elected thereto.

(Adopted June 11, 1989. Amended February 25, 2007)

CHAIR OF THE BOARD

6.06 The President shall be Chair of the Board of Directors, and shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers, duties and functions as may, from time to time, be assigned to the President by the Board of Directors, or as may be prescribed by the Articles of Incorporation or these Regulations.

(Adopted February 25, 2007)

PRESIDENT

6.07 The President shall be the chief executive officer of the Corporation, and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the affairs of the Corporation, shall have the general powers and duties of management usually vested in the office of the President of a nonprofit corporation and shall have such other powers and duties as may be prescribed by the Board of Directors, the law, the Articles of Incorporation or these Regulations. The President shall be, ex officio, the Chair of the Board of Directors. The President shall additionally insure that the Corporation is in good standing with the National Intercollegiate Soccer Officials Association. The President shall be, ex officio, a voting member of all committees of the Corporation.

Adopted June 11, 1988. Amended February 25, 2007)

Conduct Meetings

(A) The President shall preside at all meetings of the Members.
(Adopted February 25, 2007)

Execute Instruments

(B) When authorized by the Board of Directors or required by law, the President shall execute any and all instruments on behalf of the Corporation, as its business may require.
(Adopted February 25, 2007)

VICE-PRESIDENT

6.08 In the absence or disability of the President, the Vice-President shall perform all of the duties of the President, and, when so acting, shall have all of the powers and authority and all of the responsibilities and be subject to all of the restrictions, of the President. The Vice-President shall have such other powers and perform such other duties as may, from time to time, be prescribed by law, the Board of Directors, the President, the Articles of Incorporation or these Regulations.

(Adopted June 11, 1988. Amended February 25, 2007)

SECRETARY

Generally

6.09 The Secretary shall:

(A) Keep records of attendance of the Corporation's annual and district rules meetings and annual physical performance test, issue and mail, fax or send by electronic mail, ballots and writings for any and all elections and votes of the Members, give notice of all special and regular meetings of the Members or Directors, ensure the Corporation's

compliance with regulations of the National Intercollegiate Soccer Officials Association, remit the Corporation's membership list to the National Intercollegiate Soccer Officials Association, notify Members of the results of votes and elections, notice Members for their annual and other dues and fees and maintain accurate Member lists, which shall minimally include name, postal address, license number, phone numbers, facsimile transmission numbers and electronic mail addresses.

(Adopted June 11, 1988. Amended February 25, 2007)

Certify Regulations

(B) Certify and keep in the Corporate records at the Secretary's residence or the principal place of business of the Corporation, the original or a copy of these Regulations, including all amendments, enactments or repeals thereof.

(Adopted February 25, 2007)

Minutes of Meetings

(C) Keep at the place where these Regulations or a copy thereof are kept, a record of the proceedings of meetings of the Board of Directors, Members and committees, with the time, date and place of holding, whether the meeting is regularly or specially called, and, if special, how authorized, the notice given, the names of those present, the number present or represented at any meeting and the proceedings thereof, including election results and results of votes taken on any matter.

(Adopted February 25, 2007)

Sign or Attest Documents

(D) Sign, certify or attest such documents as may be required by law or the business of the Corporation.

(Adopted February 25, 2007)

Notices

(E) See that all notices are duly given in accordance with the provisions of these Regulations, or as required by law. In case of the absence or disability of the Secretary, notice may be given and served by the President, his/her designee or any Director.

(Adopted February 25, 2007)

Custodian of Records

(F) Serve as custodian of the records of the Corporation.

(Adopted February 25, 2007)

Membership Books

(G) Keep at the place where these Regulations or a copy thereof are maintained, a Membership Book or duplicate, giving the names of the Members and their respective postal mailing addresses, telephone numbers, facsimile transmission numbers and electronic mail addresses.

(Adopted February 25, 2007)

Reports and Statements

(H) See that the books, reports, statements, certificates and all other documents and records required by law, the Articles of Incorporation or these Regulations are properly kept, filed and maintained.

(Adopted February 25, 2007)

Exhibit Records

(I) Exhibit at all reasonable times, to proper persons, on such terms as are provided by law, the Articles of Incorporation or these Regulations, and upon proper application, the Articles of Incorporation, these Regulations, the Membership books and minutes of proceedings of the Board of Directors, the Members and all Committees of the Corporation and results of votes and elections.

(Adopted February 25, 2007)

Other Duties

(J) In general, perform all duties incident to the Office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

(Adopted February 25, 2007)

Absence of Secretary

(K) In the absence or disability of the Secretary, his/her refusal or neglect to act, the Treasurer shall perform all of the functions of the Secretary, unless another Officer is appointed to do so by the Board of Directors.

(Adopted February 25, 2007)

TREASURER

6.10 The Treasurer shall:

Funds—Custody and Deposit

(A) Have charge and custody of, and be responsible for, all financial records, funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other such depositories as shall be selected by the Board of Directors.

(Adopted June 11, 1988. Amended February 25, 2007)

Funds—Receipt

(B) Receive and give receipt for monies due and payable to the Corporation from any source whatsoever.

(Adopted June 11, 1988. Amended February 25, 2007)

Funds—Disbursements

(C) Disburse or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(Adopted June 11, 1988. Amended February 25, 2007)

Maintain Accounts

(D) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus and any other reports or accounts required by law, the Articles of Incorporation, these Regulations or resolution of the Board of Directors. Any surplus shall be classified according to source and shown in a separate account.

(Adopted June 11, 1988. Amended February 25, 2007)

Exhibit Records

(E) Exhibit at all reasonable times, the books of account and records of, the Corporation, to any Director, Officer or Member, on such terms as are provided by law, the Articles of Incorporation or these Regulations, and on such proper application during reasonable business hours, at the residence of the Treasurer or at any other reasonable place, where such books and records are kept.

(Adopted February 25, 2007)

Reports to President and Directors

(F) When and as requested, render to the President or the Board of Directors, accounts of all of his/her transactions as Treasurer and of the financial condition of the Corporation, including an Annual Statement of Income and Expenses, which shall have been prepared in accordance with generally accepted accounting principles consistently applied. Said Statement of Income and Expenses shall be provided to the membership annually. The Treasurer shall also be responsible for the timely filing of all tax returns.

(Adopted June 11, 1988. Amended February 25, 2007)

Other Duties

(G) In general, perform all of the duties incident to the Office of Treasurer, and such other duties as from time to time may be assigned by the Board of Directors.

(Adopted February 25, 2007)

Absence of Treasurer

(H) In the absence or disability of the Treasurer, or his/her refusal or neglect to act, the Secretary, acting as Treasurer, may perform all of the functions of the Treasurer, unless the Board of Directors appoints someone else.

(Adopted February 25, 2007)

EXPENSES

6.11 Actual and necessary expenses incurred in connection with the business of the Corporation, by the elected officers, Regional Advisory Members and appointed officers, may be reimbursed from the funds of the Corporation. Expense accounts shall be submitted in detail, with supporting documentation, to the Treasurer.

(Adopted February 5, 1989. Amended February 25, 2007)

ARTICLE SEVEN: REGIONAL ADVISORY MEMBERS

REGIONS

7.01 The regions served by the Corporation shall be subdivided into four geographical regions and each region shall be represented by one Regional Advisory Member. Each region shall also elect an alternate Regional Advisory Member, who shall be available to represent the respective region as a Regional Advisory Member, with full powers and authority, when Regional Advisory Member is, for whatever reason, unable or unwilling to do so. These regions shall be:

(A) Region I – Northwest: counties of Williams, Defiance, Paulding, Van Wert, Mercer, Fulton, Henry, Putnam, Allen, Auglaize, Lucas, Wood, Hancock, Hardin, Ottawa, Sandusky, Seneca, Wyandot, Erie, Huron, and Crawford.

(B) Region II – Central: counties of Marion, Union, Madison, Morrow, Delaware, Franklin, Pickaway, Ross, Pike, Scioto, Knox, Licking, Fairfield, Hocking, Vinton, Jackson, Lawrence, Muskingum, Perry, Morgan, Athens, Meigs, Gallia, Guernsey, Noble, Washington, Belmont, and Monroe.

(C) Region III – West Central: counties of Darke, Shelby, Logan, Miami, Champaign, Clark, Preble, Montgomery, Greene, and Fayette.

(D) Region IV – Southwest: counties of Butler, Warren, Clinton, Hamilton, Clermont, Brown, and Adams.

(E) Anyone resident in a county or state not listed above shall, for election purposes, irrevocably choose a Region from those listed above.

(Adopted February 4, 1990. Amended February 25, 2007)

TERMS OF OFFICE

7.02 The terms of office of the Regional Advisory Members and alternate Regional Advisory Members shall be two years, and shall run concurrently. Regions II and IV shall be elected in opposite years from the elected officers, and regions I and III shall be elected in the same year as the elected officers of the Corporation.

(Adopted June 11, 1988. Amended February 4, 1990 and February 25, 2007)

DUTIES OF REGIONAL ADVISORY MEMBERS

7.03 The duties of the Regional Advisory Members shall be to:

(A) Assist the elected officers in the performance of their duties;

(B) Prepare, call, and conduct district meetings and clinics;

(C) Report evaluation of field tests for active member candidates to the Examination Officer;

- (D) Handle any other duties or assignments given to them by the President;
- (E) Submit in writing an annual report at the annual meeting;
- (F) Submit potential grievable matters within his/her knowledge to the Grievance Chair's attention.

(Adopted June 11, 1988. Amended February 4, 1990 and February 25, 2007)

ARTICLE EIGHT: APPOINTED OFFICERS

TITLES

8.01 Officers appointed by the President and approved by a majority of the Board of Trustees shall be:

- (A) Chapter Clinician,
- (B) Game Assignment Chair,
- (C) Grievance Chair,
- (D) Feedback Program Chair,
- (E) Parliamentarian,
- (F) Awards Program Chair.
- (G) Assessment Program Chair and
- (H) Election Chair.

(Adopted June 11, 1988. Amended May 7, 1995 and February 25, 2007)

TERMS OF OFFICE

8.02 The terms of office of the appointed officers shall correspond with the term of the president who appoints them. However, should the office of the President become vacant during the President's term, said appointed officers' terms shall expire at the next election of a President. They may be appointed for any number of terms. All appointed office holders must hold membership in the Corporation.

(Adopted June 11, 1988. Amended May 7, 1995 and February 25, 2007)

DUTIES OF CHAPTER CLINICIAN

8.03 The duties of the Chapter Clinician are to give an opinion in cases reported to him/her by members or coaches. His/her official interpretation is binding on all members. At the annual rules meeting, he/she shall present a report and interpretations on all new or changed rules or unusual interpretations. He/she shall assist in the preparation of teaching materials for all district/local rules meetings.

(Adopted June 11, 1988. Amended May 7, 1995 and February 25, 2007)

DUTIES OF THE GAME ASSIGNMENT CHAIR

8.04 The Game Assignment Chair shall be responsible for the assignment of officials for all collegiate games which fall within the jurisdiction of the Corporation. Once

assignments are made, all replacements and/or substitutes must be approved by the Game Assignment Chair prior to acceptance by the member.

(Adopted June 11, 1988. Amended February 4, 1996 and February 25, 2007)

(A) The following criteria are to be used by the Game Assignment Chair:

(1) All games should be assigned with the appropriate combination of officials.

(2) Avoid, where possible, providing an official with more than three assignments in the home schedule of any given team. Such assignments can include up to two referee assignments and may include three line assignments.

(3) The ratio of referee assignments to assistant referee assignments will be at the discretion of the game assignment chair.

(4) The number of games assigned to an official will be based upon the official's availability, fitness test results, feedback from coaches, assessment results, and travel restrictions

(5) An official's request not to be assigned to a certain team's games will be honored for a one-year cooling off period and will then be reevaluated by the official.

(6) An official's request not to be assigned with a certain official will be honored for a one-year cooling off period and will then be reevaluated by the official.

(7) Dual Members may be given assignment consideration as determined by the Game Assignment Chair.

(8) Requirements to receive game assignments include: taking the PPT in the calendar year of game assignments but prior to working any games; attending the Annual Rules Meeting in the calendar year of game assignments but prior to working any games. Not meeting these requirements may result in assigned games being rescinded. Exemptions to these requirements may be granted by the Board for exceptional or unusual circumstances.

(Adopted June 11, 1988. Amended February 4, 1996 and February 25, 2007)

DUTIES OF THE GRIEVANCE CHAIR

8.05 The Grievance Chair shall handle matters pertaining to grievances and potential violations of the Articles of Incorporation and these Regulations per OCSOA policy. He/she shall also discharge the duties pertaining to the grievance procedure set forth in Articles 9 and 10 of these Regulations and per NISOA policy.

(Adopted June 11, 1988. Amended February 4, 1990 and February 25, 2007)

DUTIES OF FEEDBACK PROGRAM CHAIR

8.06 The Feedback Program Chair shall provide opportunities for coaches' feedback on members. The Feedback Program Chair shall provide such feedback to the member and to the President and Game Assignment Chair.

(Adopted June 11, 1988. Amended February 4, 1990 and February 25, 2007)

DUTIES OF ASSESSMENT PROGRAM CHAIR

8.07 The Assessment Program Chair shall provide opportunities for assessment of members, inform members of assessment information, and shall coordinate the results of

assessments with the game assignment chair and the president. He/she will organize the assignments of assessors, maintain all records related to assessments and work to improve the quality and quantity of assessors within the Corporation.

(Adopted June 11, 1988. Amended February 25, 2007)

DUTIES OF PARLIAMENTARIAN

8.08 The Parliamentarian shall resolve issues of parliamentary procedure at all meetings. In the absence of the Parliamentarian, the President shall assume his/her duties.

(Adopted June 11, 1988. Amended February 25, 2007)

DUTIES OF ELECTION CHAIR

8.09 The Election Chair shall conduct elections of elected officers, Regional Advisory Members and Alternate Regional Advisory Members, pursuant to Article 15 of this Code of Regulations.

(Adopted July 30, 2006)

ARTICLE NINE: VIOLATIONS AND PENALTIES

GROUND FOR DISCIPLINE

9.01 Members may be disciplined for failure to comply with the Articles of Incorporation, these Regulations, or for such unprofessional conduct as is detrimental to the Corporation or NISOA. Such discipline may include any of the following, or a combination thereof, unless there is a specific penalty set forth for a specific offense:

(A) A letter of reprimand from OCSOA

(B) A suspension, not to exceed one year per violation from OCSOA ; or

(C) Expulsion from OCSOA

(Adopted February 5, 1989.)

MISSED OR DROPPED GAMES

9.02 Failure of a member to officiate at an assigned game, without just cause, is punishable by a suspension not to exceed twenty-eight days.

(Adopted February 3, 1991.)

TARDY ARRIVAL FOR GAME ASSIGNMENT

9.03 Failure of a member to arrive at the game site within the time prescribed for pregame duties and/or meetings by the NCAA Men's and Women's Soccer Rulebook, without just cause, is punishable by a suspension not to exceed fourteen days.

(Adopted February 5, 1989.)

WORKING WITH AN EXPELLED OR SUSPENDED MEMBER

9.04 Any member who knowingly officiates with an expelled or suspended member shall be suspended for a period not to exceed twenty-eight days.

(Adopted February 5, 1989.)

ATTENDANCE AT REQUIRED MEETINGS

9.05 A member who fails to attend the required three (3) meetings in a given year, without just cause, will be deemed to have not met the renewal requirements for NISOA.
(Adopted June 11, 1989. Amended February 4, 1996 and February 25, 2007)

ATTENDANCE AT ANNUAL RULES MEETING AND PARTICIPATION IN ANNUAL PHYSICAL PERFORMANCE TEST

9.06 A member who fails to attend one annual rules meeting sponsored by the Corporation each year, or a recognized NISOA ARM in another chapter without just cause will be deemed to have not met the renewal requirements for NISOA and OCSOA. A member who fails to participate in the annual physical performance test (PPT), without just cause, will be deemed to have not met the renewal requirements for NISOA and OCSOA.

(Adopted November 21, 1993. Amended February 25, 2007)

ARTICLE TEN: GRIEVANCE PROCEDURE

FILING A GRIEVANCE

10.01 Any member may file a written grievance in accordance with OCSOA Grievance Policy, as amended from time to time. Only a written grievance will be accepted. A member who files a grievance has the right to a hearing before the OCSOA Board of Directors, should a hearing be properly requested by the member.

(Adopted February 3, 1991)

GRIEVANCE PROCEDURE

10.02 Upon receipt of a grievance, the Corporation will follow standard procedure, as defined by NISOA and amended from time to time. This process involves the following steps: grievance filed, OCSOA board investigates and makes ruling, appeal to board and hearing if necessary or requested. If the issue is not resolved to the satisfaction of both parties, the party bringing the grievance has the right to pursue the matter through the NISOA grievance process. The NISOA process carries a fee set by NISOA.

ARTICLE ELEVEN: EXECUTION OF INSTRUMENTS AND DEPOSITS OF FUNDS

AUTHORITY FOR EXECUTION OF INSTRUMENTS

11.01 The Board of Directors, except as otherwise provided in these Regulations, may authorize any Officer or agent to enter any contract or execute and deliver any instrument in the name of, and in behalf of, the Corporation, and such authority may be general or

confined to specific instances; and, 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 for any sum of money or for any purpose.

(Adopted February 25, 2007)

BANK ACCOUNTS AND DEPOSITS

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

(Adopted February 25, 2007)

ARTICLE TWELVE: COMMITTEES

DEFINITION OF COMMITTEES

12.01 The Corporation may have Committees, each of which may consist of one or more Directors. Each Committee shall have and exercise some prescribed authority of the Board of Directors in the management of the Corporation. However, no Committee will have the authority of the Board of Directors in reference to affecting any of the following:

- (A) Submission to Members of any action requiring approval of the Members under law.
- (B) Filling of vacancies on the Board of Directors.
- (C) Adoption, amendment or repeal of Regulations.
- (D) Amendment or repeal of any resolution of the Board of Directors.
- (E) Action on matters committed by these Regulations or by resolution of the Board of

Directors to another Committee of the Board of Directors.

(Adopted February 25, 2007)

APPOINTMENT OF COMMITTEES

12.02 The Board of Directors by resolution duly adopted by a majority of them, may designate and appoint one or more Committees and delegate to these Committees specific and prescribed authority of the Board of Directors to be exercised in the management of the Corporation. However, the creation of Committees will not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed by law.

(Adopted February 25, 2007)

COMMITTEES' AUTHORITY

12.03 The Committees may adopt for their governance, bylaws which are not inconsistent with law, the Articles of Incorporation or these Regulations.

(Adopted February 25, 2007)

ARTICLE THIRTEEN: REGULATIONS

ADOPTION, AMENDMENT OR REPEAL OF REGULATIONS BY MEMBERS

13.01 In the absence of provisions in the articles of incorporation or the regulations with respect to the method of changing the regulations, the regulations may be amended or repealed and new regulations may be adopted by written ballot, mail ballot, electronic mail ballot or vote in person by a majority of the Members of the Corporation present at any annual meeting, in person or by written ballot, mail ballot, electronic mail ballot or vote in person, of the Members or at any Special Meeting of the Members.

(Adopted June 11, 1989. Amended February 25, 2007)

ARTICLE FOURTEEN: MEETINGS

ANNUAL RULES MEETING

14.01 An annual rules meeting shall be held at the time, date and place designated by the Board of Directors. Members shall be notified in writing, including but not limited to regular U.S. mail, facsimile, email or any combination of such at least thirty days in advance of the meeting. New or transfer members shall be given such notice as is reasonable under the circumstances of their becoming a member of the Corporation. No applicant for membership in the Corporation, whether as a transfer or new member, need be given notice of the time, date and place of the annual rules meeting until that applicant has been accepted or membership in the Corporation.

(Adopted June 11, 1989. Amended December 3, 1994 and February 25, 2007)

All members of the Corporation must attend the annual rules meeting or an authorized clinic recognized by NISOA. Those not in attendance at the annual rules meeting shall furnish a statement from the director of a recognized NISOA clinic, setting forth the date, location, and attendance of the member.

(Adopted February 5, 1989.)

DISTRICT MEETINGS

14.02 District meetings shall be called by the Regional Advisory Member for the region which he/she represents. A minimum of five hours of meetings shall be scheduled in each calendar year.

(A) Members shall be notified once in writing by their Regional Advisory Member, of all district meeting times, places, and dates.

(B) Within five days after each meeting, the Regional Advisory Member shall submit a list of all members attending to the President and Secretary.

(C) Members attending other district meetings outside their own Region or sponsored by other approved organizations, must submit a written statement from the Regional Advisory Member for the region where the meeting was held, stating the date, location and attendance of the member. The same must also be provided by the sponsor of an approved organization's meeting. The member attending an approved organization's meeting is solely responsible for providing the required written proof of attendance set

forth herein. The member must also submit this attendance statement to his/her Regional Advisory Member.

(Adopted June 11, 1989. Amended February 4, 1996 and February 25, 2007)

ARTICLE FIFTEEN: ELECTIONS

ELECTION YEARS

15.01 Elections shall be held at the annual business meeting. Election of officers shall be held every other year, starting with the 1990 meeting. Election of Regional Advisory Members and alternate Regional Advisory Members shall be held in the years specified in Section 6.02.

(Adopted February 4, 1990.)

NOMINATING OFFICERS

15.02 In elected officer election years, the nominating committee, under the direction of the Election Chair, shall prepare a list of the candidates for each office. Elected officers, Regional Advisory Members and Alternate Regional Advisory Members shall follow this nominating procedure. The deadline for receipt in writing of nominations by the Election Chair shall be no later than seven days prior to the annual business meeting. This list shall be presented at the appropriate time during the annual business meeting.

(Adopted February 4, 1990.)

ELECTION OF ELECTED OFFICERS

15.03 The elected officers shall be elected individually by single, written secret ballot. The election shall be conducted by the nominating committee. Only active and affiliate members may vote.

(Adopted February 4, 1990.)

VOTE REQUIRED FOR ELECTION

15.04 To be elected, a simple majority of the active and affiliate members present is required. If a majority vote is not gained by one candidate, a runoff election shall be held between the two candidates with the highest number of votes in the first ballot.

(Adopted February 4, 1990.)

NOMINATION OF REGIONAL ADVISORY MEMBERS AND ALTERNATE REGIONAL ADVISORY MEMBERS

15.05 Nomination of Regional Advisory Members and alternate Regional Advisory Members shall be made by any active or affiliate member residing in the region to be represented or a member who elects a region under Code of Regulations Section 7.01(E).
(Adopted February 4, 1990.)

ELECTION OF REGIONAL ADVISORY MEMBERS AND ALTERNATE REGIONAL ADVISORY MEMBERS

15.06 A majority of the active and affiliate members present from the region at the annual business meeting or special meeting at which the election is to be held shall be a quorum for the election of Regional Advisory Members and/or alternate Regional Advisory Members. Election shall be by written secret ballot. Only active or affiliate members residing in the region or who have made an irrevocable election of region under Code of Regulations Section 7.01(E), shall have the right to vote in an election for their Regional Advisory Member or alternate Regional Advisory Member. The Regional Advisory Member shall stand for election prior to the alternate Regional Advisory Member.
(Adopted February 4, 1990.)

PROCEDURE TO BE FOLLOWED UPON FAILURE OF A REGION TO ELECT A REGIONAL ADVISORY MEMBER OR AN ALTERNATE REGIONAL ADVISORY MEMBER

15.07 Upon failure of a region to elect a Regional Advisory Member and/or an alternate Regional Advisory Member at the annual business meeting, the following procedure shall be used:

- (A) Upon adjournment of the annual business meeting at which the failure occurs, the President shall appoint a regional advisory member and alternate member for each such failure, from each region qualifying for this procedure.
- (B) Each appointee shall serve until the next annual business meeting. Each electee at such meeting shall serve the remainder of the term specified in Section 7.02.. Failure to elect a Regional Advisory Member or alternate Regional Advisory Member at such meeting shall result in the President's appointment of a regional advisory member and/or alternate regional advisory member. Such appointee(s) shall continue in office until the next regularly scheduled election.
- (C) Should a vacancy occur in any regional advisory membership, the alternate regional advisory member shall accede to the office of regional advisory member for the remaining term of office. The region's successor alternate regional advisory member shall be appointed by the President, and need not stand for election until the next regularly scheduled election. Such successor's term of office shall coincide with that of the successor regional advisory member.
- (D) From the date of the election at which a region fails to elect either or both a regional advisory member and/or an alternate regional advisory member, the incumbent(s) shall continue in office for all purposes.

(Adopted June 11, 1988. Amended February 4, 1990 and February 25, 2007)

TRANSFER OF OFFICE

15.08 Newly elected officers and Regional Advisory Members and alternate Regional Advisory Members shall take office immediately prior to the adjournment of the meeting at which they are elected.

(Adopted February 4, 1990.)

ARTICLE SIXTEEN: EMERGENCY REGULATIONS

DEFINITION OF EMERGENCY

16.01 An emergency exists if it is proclaimed by the governor or the governor's authorized representative. An emergency continues until it is terminated by proclamation of the governor or the governor's authorized representative.

AUTHORITY OF BOARD OF DIRECTORS

16.02 The Board of Directors is authorized to adopt emergency regulations on the occurrence of an emergency to be operative only during the period of the emergency, in accordance with **Ohio Revised Code §1701.11(F), as may from time to time be amended**. The regulations may include any provisions that are included in these regulations and any provisions that may be practical or necessary with regard to:

- (A) The time and place for holding, the manner of and statutory authority for calling, giving notice of, and conducting, and the quorum requirements for, Directors' meetings.
- (B) The creation, existence and filling of vacancies in the office of Director.
- (C) The selection of Officers or other persons to serve as Directors for Directors' meetings in the absence of one or more of the Directors.
- (D) The creation and appointment of executive and other committees of the Board of Directors and the delegation of powers to Committees.
- (E) The creation, existence and filling of vacancies in any Office of the Corporation.
- (F) The order of rank and succession among officers.

I hereby certify that the foregoing Regulations of the Ohio Collegiate Soccer Officials Association, Inc. are true and correct.

Dated: February 25, 2007

 Jeff Bickley, Secretary
 Ohio Collegiate Soccer Officials Association, Inc.