

BYLAWS OF SUBURBAN OFFICIALS ASSOCIATION, INC.

ARTICLE I - ORGANIZATION

- A. **NAME AND PURPOSES.** THE NAME OF THIS CORPORATION SHALL BE SUBURBAN OFFICIALS ASSOCIATION, INC. ("SOA"). SOA IS CREATED FOR THE PURPOSE OF EDUCATION AND EVALUATION OF THE PROFESSION OF OFFICIATING FOR FOOTBALL AND SOFTBALL IN THE STATE OF MINNESOTA BY:
1. AIDING OFFICIALS, COACHES, ATHLETIC DIRECTORS, AND PLAYERS IN ACQUIRING A THOROUGH KNOWLEDGE OF THE RULES OF FOOTBALL AND SOFTBALL.
 2. ASSIGNING COMPETENT AND QUALIFIED OFFICIALS AT ALL LEVELS
 3. PROMOTING UNIFORMITY IN OFFICIATING MECHANICS.
 4. DEVELOPING COMPETENT, YOUNG OFFICIALS TO REPLACE RETIRING OFFICIALS.
 5. ENCOURAGE OBSERVANCE OF THE SPIRIT AND LETTER OF PLAYING RULES AND ETHICAL CODES ON ALL OCCASIONS.
 6. MAKE RECOMMENDATIONS FOR PLAY-OFF GAMES OR TOURNAMENT ASSIGNMENTS ACCORDING TO QUALIFICATIONS AND EXPERIENCE.

ARTICLE II – MEMBERSHIP

- A. **MEMBERS AND ASSOCIATES.** THERE SHALL BE TWO FORMS OF INVOLVEMENT IN SOA:
1. MEMBER
 - Registered Official in Minnesota (MSHSL)
 - Full Dues Paying (current) Member
 - Meets the professional standards adopted by SOA
 - Attends Rules Interpretation Meetings
 - Voting Member
 - Attends Association Meetings
 - May be renewed annually
 2. ASSOCIATE
 - Minimum 1 Year Participation (No dues payment required)
 - Non-Voting Member
 - Registered Official in Minnesota (MSHSL)

- Meets the professional standards adopted by SOA
- Attends Rules Interpretation Meetings
- Attends Association Meetings
- May be renewed annually

MEMBERS SHALL BE CONSIDERED "MEMBERS" WITHIN THE MEANING OF MINNESOTA STATUTES CHAPTER 317A. ASSOCIATES SHALL NOT BE CONSIDERED "MEMBERS" WITHIN THE MEANING OF MINNESOTA STATUTES CHAPTER 317A.

- B. **APPLICATION/RENEWAL.** FORMS FOR ADMISSION/RENEWAL TO SOA MUST BE OBTAINED FROM AN EXECUTIVE BOARD OFFICER, THE ASSIGNMENT SECRETARY FOR THAT SPORT, OR VIA THE SUBURBAN OFFICIALS ASSOCIATION WEBSITE.
- C. **APPROVAL BY EXECUTIVE BOARD.** NAMES OF SPONSORED NEW MEMBERS SHALL BE SUBMITTED TO THE EXECUTIVE BOARD (PREFERABLY IN WRITING). EACH NAME SHALL BE PROPOSED BY A MEMBER WHO KNOWS THE CANDIDATE PERSONALLY. OFFICIALS MOVING INTO THE AREA WHO MAY NOT BE KNOWN BY OUR MEMBERSHIP WILL BE REQUIRED TO PROVIDE A LETTER OF REFERENCE FROM THEIR PREVIOUS GROUP OR ASSOCIATION.

ARTICLE III – MEMBER MEETINGS

- A. **ATTENDANCE.** EACH MEMBER AND ASSOCIATE SHALL MAKE THEIR BEST EFFORT TO ATTEND ALL REGULAR AND SPECIAL MEETINGS.
- B. **REGULAR MEETINGS.** THERE SHALL BE A MINIMUM OF THREE REGULAR MEMBER MEETINGS PER YEAR, TO BE HELD ON SUCH DATES AND AT SUCH TIMES AND PLACES AS MAY BE DESIGNATED BY THE EXECUTIVE BOARD. THEY ARE AS FOLLOWS:
 - 1. GENERAL MEMBERSHIP MEETING AGENDA
 - A. REPORTS
 - B. OLD BUSINESS
 - C. NEW BUSINESS
 - D. ELECTION OF OFFICERS/ASSIGNMENT SECRETARIES AS REQUIRED
 - E. CANDIDATES FOR MEMBERSHIP
 - F. SET ANNUAL MEMBER DUES
 - G. FINANCIAL PRESENTATION BY SOA'S SECRETARY/ TREASURER, INCLUDING FINANCIAL STATEMENTS AND AN OVERVIEW OF THE BUSINESS MANAGEMENT OF SOA FOR THE PRECEDING YEAR
 - 2. FOOTBALL MEETING (Summer/Fall)

3. SOFTBALL MEETING (Winter/Spring)

- C. **QUORUM.** A QUORUM AT THE GENERAL MEMBERSHIP MEETING SHALL CONSIST OF TWENTY-FIVE (25) MEMBERS, EXCEPT AS OTHERWISE REQUIRED BY THE ARTICLES OF INCORPORATION, THESE BYLAWS, OR APPLICABLE LAW.
- D. **VOTING.** EACH MEMBER IS ENTITLED TO ONE VOTE. THE MEMBERS SHALL TAKE ACTION BY THE AFFIRMATIVE VOTE OF A MAJORITY OF MEMBERS PRESENT AND ENTITLED TO VOTE ON THE ACTION EXCEPT WHERE A DIFFERENT VOTE IS REQUIRED BY LAW, THE ARTICLES, OR THESE BYLAWS.
- E. **SPECIAL MEETINGS.** SPECIAL MEETINGS MAY BE CALLED AT ANY TIME BY THE PRESIDENT OF SOA. A SPECIAL MEETING MAY ALSO BE CALLED BY AT LEAST FIFTY (50) MEMBERS OR TEN PERCENT (10%) OF THE MEMBERS, WHICHEVER IS LESS. WITHIN THIRTY (30) DAYS AFTER THE RECEIPT OF A WRITTEN DEMAND FOR A SPECIAL MEETING BY THE VOTING MEMBERS, THE EXECUTIVE BOARD SHALL CAUSE A SPECIAL MEETING OF MEMBERS TO BE CALLED AND HELD, AFTER NOTICE, NO LATER THAN NINETY (90) DAYS AFTER THE RECEIPT OF SUCH WRITTEN DEMAND, ALL AT THE EXPENSE OF SOA. BUSINESS TRANSACTED AT ANY SPECIAL MEETING OF MEMBERS SHALL BE LIMITED TO THE PURPOSE OR PURPOSES STATED IN THE NOTICE OF MEETING. ANY BUSINESS TRANSACTED AT ANY SPECIAL MEETING OF MEMBERS THAT IS NOT INCLUDED AMONG THE STATED PURPOSES OF SUCH MEETING SHALL BE VOIDABLE BY OR ON BEHALF OF THE CORPORATION UNLESS ALL OF THE MEMBERS HAVE WAIVED NOTICE OF THE MEETING.
- F. **NOTICE.** EXCEPT WHERE A MEETING OF MEMBERS IS AN ADJOURNED MEETING AND THE DATE, TIME, AND PLACE OF SUCH MEETING WERE ANNOUNCED AT THE TIME OF ADJOURNMENT, NOTICE OF ALL MEETINGS OF MEMBERS STATING THE DATE, TIME, AND PLACE THEREOF, AND ANY OTHER INFORMATION REQUIRED BY LAW OR DESIRED BY THE EXECUTIVE BOARD OR BY SUCH OTHER PERSON OR PERSONS CALLING THE MEETING, AND IN THE CASE OF SPECIAL MEETINGS, THE PURPOSE THEREOF, SHALL BE GIVEN TO EACH MEMBER OF RECORD ENTITLED TO VOTE AT SUCH MEETING NOT LESS THAN FIVE (5) NOR MORE THAN SIXTY (60) DAYS PRIOR TO THE DATE OF SUCH MEETING. NOTICES OF MEETING SHALL BE GIVEN TO EACH SUCH MEMBER AT AN ADDRESS (EMAIL OR MAILING) DESIGNATED BY SUCH MEMBER OR TO THE LAST KNOWN ADDRESS OF SUCH MEMBER, BY HANDING A COPY THEREOF TO SUCH MEMBER, OR BY ANY OTHER DELIVERY THAT CONFORMS TO LAW. NOTICE BY MAIL OR EMAIL SHALL BE DEEMED GIVEN WHEN DEPOSITED IN THE UNITED STATES MAIL WITH SUFFICIENT POSTAGE AFFIXED OR WENT SENT BY EMAIL. ANY MEMBER MAY WAIVE NOTICE OF ANY MEETING OF MEMBERS. WAIVER OF NOTICE SHALL BE EFFECTIVE WHETHER GIVEN BEFORE, AT, OR AFTER THE MEETING AND WHETHER GIVEN ORALLY, IN WRITING, OR BY ATTENDANCE. ATTENDANCE BY A MEMBER AT A MEETING IS A WAIVER OF NOTICE OF THAT MEETING, EXCEPT WHERE THE MEMBER OBJECTS AT THE

BEGINNING OF THE MEETING TO THE TRANSACTION OF BUSINESS BECAUSE THE MEETING IS NOT LAWFULLY CALLED OR CONVENED AND DOES NOT PARTICIPATE THEREAFTER IN THE MEETING, OR OBJECTS BEFORE A VOTE ON AN ITEM OF BUSINESS BECAUSE THE ITEM MAY NOT LAWFULLY BE CONSIDERED AT THAT MEETING AND DOES NOT PARTICIPATE IN THE CONSIDERATION OF THAT ITEM AT THE MEETING.

- G. **RECORD DATE.** FOR THE PURPOSE OF DETERMINING MEMBERS ENTITLED TO NOTICE OF AND TO VOTE AT ANY MEETING OF MEMBERS OR ANY ADJOURNMENT THEREOF, OR IN ORDER TO MAKE A DETERMINATION OF MEMBERS FOR ANY OTHER PROPER PURPOSE, THE EXECUTIVE BOARD OF SOA MAY, BUT NEED NOT, FIX A DATE AS THE RECORD DATE FOR ANY SUCH DETERMINATION OF MEMBERS, WHICH RECORD DATE, HOWEVER, SHALL IN NO EVENT BE MORE THAN FIFTEEN (15) DAYS BEFORE TO ANY SUCH INTENDED ACTION OR MEETING.

ARTICLE IV - EXECUTIVE BOARD ("THE BOARD")/OFFICERS

- A. **EXECUTIVE BOARD.** THE BUSINESS AND AFFAIRS OF SOA SHALL BE MANAGED BY OR UNDER THE DIRECTION OF THE BOARD. THE BOARD OF SOA SHALL CONSIST OF FIVE (5) MEMBERS WHO SHALL HOLD THE OFFICES OF PRESIDENT, SECRETARY/TREASURER, VICE PRESIDENT FOOTBALL ACTIVITIES, VICE PRESIDENT SOFTBALL ACTIVITIES, AND BOARD MEMBER AT LARGE.
- B. **TERMS AND QUALIFICATIONS.** TERMS (STAGGERED) AND QUALIFICATIONS OF THE BOARD SHALL BE AS FOLLOWS:
1. PRESIDENT - THREE YEARS WITH ABILITY FOR RE-ELECTION. EACH CANDIDATE FOR THIS POSITION MUST HAVE BEEN A DUES PAYING, AND CURRENT MEMBER OF SOA FOR THE PREVIOUS THREE YEARS AND A REGISTERED MEMBER WITH THE MSHSL IN ANY SPORT FOR THE PREVIOUS FIVE YEARS.
 2. SECRETARY/TREASURER - THREE YEARS WITH THE ABILITY FOR RE-ELECTION: EACH CANDIDATE FOR THIS POSITION MUST HAVE BEEN A DUES PAYING AND CURRENT, MEMBER OF SOA FOR THE PREVIOUS THREE YEARS AND A REGISTERED MEMBER WITH THE MSHSL IN ANY SPORT FOR THE PREVIOUS FIVE YEARS.
 3. VICE PRESIDENT FOOTBALL ACTIVITIES - THREE YEARS WITH ABILITY FOR RE-ELECTION. EACH CANDIDATE FOR THIS POSITION MUST HAVE BEEN A DUES PAYING, AND CURRENT, MEMBER OF SOA FOR THE PREVIOUS THREE YEARS AND A REGISTERED MEMBER IN THIS SPORT WITH THE MSHSL FOR THE PREVIOUS FIVE YEARS.
 4. VICE PRESIDENT SOFTBALL ACTIVITIES - THREE YEARS WITH ABILITY FOR RE-ELECTION. EACH CANDIDATE FOR THIS POSITION MUST HAVE BEEN A DUES PAYING, AND CURRENT, MEMBER FOR THE PREVIOUS THREE YEARS AND A

REGISTERED MEMBER IN THIS SPORT WITH THE MSHSL FOR THE PREVIOUS FIVE YEARS.

5. BOARD MEMBER AT LARGE - THREE YEARS WITH ABILITY FOR RE-ELECTION. EACH CANDIDATE FOR THIS POSITION MUST HAVE BEEN A DUES PAYING, AND CURRENT, MEMBER OF SOA FOR THE PREVIOUS THREE YEARS AND A REGISTERED MEMBER IN A SPORT WITH THE MSHSL FOR THE PREVIOUS FIVE YEARS.

C. **ELECTION OF THE BOARD/OFFICERS.** THE BOARD MEMBERS SHALL BE ELECTED BY A MAJORITY VOTE OF MEMBERS AT THE GENERAL MEMBERSHIP MEETING TO FILL ANY OPEN TERMS. OFFICERS/BOARD MEMBERS SHALL HAVE STAGGERED TERMS SO THAT ONLY A PORTION OF THE BOARD POSITIONS EXPIRE IN ANY ONE YEAR. MEMBERS SHALL SIMULTANEOUSLY ELECT A QUALIFIED CANDIDATE TO EACH OPEN BOARD POSITION DESCRIBED IN ARTICLE IV, SECTION B.

D. **BOARD POWERS AND RESPONSIBILITIES.**

1. IN ADDITION TO THE POWERS CONFERRED UPON THE BOARD BY THESE BYLAWS, THE BOARD MAY EXERCISE ALL POWERS OF SOA AND PERFORM ALL ACTS WHICH ARE NOT PROHIBITED TO IT BY LAW, BY THE ARTICLES OR BY THESE BYLAWS, ALL AS MAY BE AMENDED.
2. THE BOARD SHALL ACT AS THE BYLAWS REVIEW COMMITTEE PRIOR TO THE GENERAL MEMBERSHIP MEETING EACH YEAR AND MAKE RECOMMENDATIONS TO THE ORGANIZATION AS A WHOLE OR SUGGESTED REVISIONS/CHANGES.
3. THE BOARD SHALL ACT AS THE AUDITING BODY AND SHALL CERTIFY THE SECURITY OF SOA RECORDS AT THE GENERAL MEMBERSHIP MEETING.
4. THE BOARD SHALL ACT ON ALL VIOLATIONS OF SOA MEMBERS AS INDICATED TO THEM BY THE ASSIGNMENT SECRETARY OF THAT SPORT.
5. THE BOARD SHALL APPROVE A WEBMASTER TO MANAGE THE ORGANIZATION'S WEBSITE AND/OR OTHER ONLINE ACTIVITIES IN ORDER TO PROMOTE SOA AND PROVIDE INFORMATION TO CURRENT AND PROSPECTIVE MEMBERS.

E. **VACANCY.** IF THE OFFICE OF ANY BOARD MEMBER BECOMES VACANT FOR ANY REASON, THE BOARD MAY CHOOSE A SUCCESSOR, WHO SHALL FULFILL THE REMAINDER OF THE TERM OF THE VACANCY

F. **REMOVAL.** ANY MEMBER OF THE BOARD MAY BE REMOVED AT A SPECIAL MEETING OF THE MEMBERS TO BE CALLED FOR THAT PURPOSE VIA ELECTRONIC NOTICE TO BE GIVEN TO ALL THE VOTING MEMBERSHIP AT LEAST TEN (10) DAYS IN ADVANCE. A MAJORITY OF THE ENTIRE VOTING MEMBERSHIP OF SOA OR ONE HUNDRED FIFTY (150) MEMBERS,

WHICHEVER IS LESS, MUST BE PRESENT AT SUCH A MEETING TO CONSTITUTE A QUORUM. A TWO-THIRDS (2/3) VOTE BY SECRET BALLOT OF ALL THE VOTING MEMBERS IN ATTENDANCE AT SUCH A MEETING SHALL BE REQUIRED FOR REMOVAL OF A BOARD MEMBER.

G. **OFFICER DUTIES AND RESPONSIBILITIES. DUTIES AND RESPONSIBILITIES OF SOA'S OFFICERS SHALL BE AS FOLLOWS:**

1. **PRESIDENT (OR APPROPRIATE DESIGNEE)- SHALL HAVE THE POWER AND THE RESPONSIBILITY TO CALL ANY SPECIAL MEETING OF THE GENERAL MEMBERSHIP OF SOA DURING THE SEASON OF THE SPORT INVOLVED OR AN OVERALL GENERAL MEMBERSHIP MEETING AT ANY TIME IF REQUIRED. THE PRESIDENT SHALL BE RESPONSIBLE FOR THE OVERALL OPERATION OF SOA. THE PRESIDENT SHALL BE THE CHAIR OF ALL MEETINGS OF THE MEMBERSHIP OF SOA AND OF THE EXECUTIVE BOARD. THE PRESIDENT SHALL NOTIFY, VIA ELECTRONIC MAIL, ALL MEMBERS OF REGULAR AND SPECIAL MEETINGS OF SOA. THE PRESIDENT SHALL BE RESPONSIBLE FOR THE ROSTER BOOK COMPILATION AND PUBLICATION, BUT NOT THE EXPENSE OF IT. THE PUBLICATION OF ANY ROSTER BOOK IS OPTIONAL.**
2. **SECRETARY/TREASURER (OR APPROPRIATE)- THE SECRETARY/TREASURER SHALL KEEP TRACK OF OFFICIAL RECORDS OF ALL BUSINESS TRANSACTIONS, INCLUDING KEEPING THE CHECKBOOK, PAYING ALL BILLS, AND IN CHARGE OF ALL FINANCIAL MATTERS. THE SECRETARY/TREASURER SHALL, IF POSSIBLE, ATTEND ALL SOA REGULAR AND SPECIAL MEETINGS. THE SECRETARY/TREASURER SHALL BE RESPONSIBLE FOR THE PREPARATION AND DISTRIBUTION OF ALL MINUTES. THE SECRETARY/TREASURER SHALL PAY ALL EXPENSES FROM SOA FUNDS. THE FINANCIAL REPORTS SHALL BE PROVIDED TO THE MEMBERSHIP AT THE GENERAL MEMBERSHIP MEETING.**
 - a. **COMPENSATION OF SECRETARY/TREASURER – THE SECRETARY/TREASURER MAY RECEIVE REASONABLE COMPENSATION FOR SERVICES PERFORMED IN THAT ROLE, SUBJECT TO APPROVAL BY THE EXECUTIVE BOARD. COMPENSATION IS REVIEWED AND APPROVED ANNUALLY AT THE GENERAL MEMBERSHIP MEETING AS PART OF THE ORGANIZATION'S BUDGET PRESENTATION. REIMBURSEMENT FOR EXPENSES INCURRED WHILE PERFORMING OFFICIAL DUTIES IS ALSO PERMITTED, PROVIDED THAT APPROPRIATE DOCUMENTATION IS SUBMITTED AND APPROVED BY THE PRESIDENT OR THE EXECUTIVE BOARD.**
3. **VICE PRESIDENT FOOTBALL ACTIVITIES (OR APPROPRIATE DESIGNEE) - THE VICE PRESIDENT FOOTBALL ACTIVITIES SHALL BE RESPONSIBLE FOR SUCH MATTERS AS ASSIGNED BY THE PRESIDENT. THE VICE PRESIDENT FOOTBALL ACTIVITIES SHALL BE RESPONSIBLE FOR THE OPERATION OF THE ASSOCIATION DURING THE**

ABSENCE OF THE PRESIDENT AND COORDINATING ALL FOOTBALL ACTIVITIES WITH THE ASSIGNMENT SECRETARY. THE VICE PRESIDENT FOOTBALL ACTIVITIES SHALL OVERSEE THE FOOTBALL ACTIVITIES AND SERVE AS CHAIR AT THE FOOTBALL MEETINGS, I.E., RULES CLINICS, MSHSL TEST, PROVIDING FEEDBACK TO EACH CREW, EVALUATIONS, ETC.

4. VICE PRESIDENT SOFTBALL ACTIVITIES (OR APPROPRIATE DESIGNEE) - THE VICE PRESIDENT SOFTBALL ACTIVITIES SHALL BE RESPONSIBLE FOR SUCH MATTERS AS ASSIGNED BY THE PRESIDENT AND COORDINATING ALL SOFTBALL ACTIVITIES WITH THE ASSIGNMENT SECRETARY. THE VICE PRESIDENT SOFTBALL ACTIVITIES SHALL OVERSEE THE SOFTBALL ACTIVITIES AND SERVE AS THE CHAIR AT THE SOFTBALL MEETINGS, I.E., RULES CLINICS, MSHSL TEST, PROVIDING FEEDBACK TO OFFICIALS, ETC.
5. BOARD MEMBER AT LARGE (OR APPROPRIATE DESIGNEE) - SHALL BE RESPONSIBLE FOR SUCH MATTERS AS ASSIGNED BY THE PRESIDENT, ASSISTING THE VICE PRESIDENT OF FOOTBALL ACTIVITIES AND VICE PRESIDENT OF SOFTBALL ACTIVITIES WITH THEIR RESPONSIBILITIES AS NEEDED.

H. **ASSIGNMENT SECRETARY.** EACH YEAR AN ASSIGNMENT SECRETARY FOR EACH SPORT (COULD BE THE SAME PERSON) SHALL BE ELECTED AT THE GENERAL MEMBERSHIP MEETING. CANDIDATES FOR THIS POSITION MUST HAVE BEEN A MEMBER IN GOOD STANDING FOR THE PREVIOUS THREE YEARS AND A CURRENT REGISTERED OFFICIAL WITH THE MSHSL IN THAT SPORT FOR THE PREVIOUS FIVE YEARS. THE ASSIGNMENT SECRETARY SHALL HAVE THE FOLLOWING DUTIES:

1. COMMUNICATE WITH COACHES AND CONFERENCE ADMINISTRATORS.
2. MAINTAIN AN ACCURATE AND UP TO DATE ASSIGNMENT BOOK (ELECTRONIC PREFERRED) WHERE RECORDS ARE KEPT CONCERNING THE DATE, TIME AND PLACE OF GAME ASSIGNMENTS, FROM COACHES, CONFERENCES OR OTHER MEMBERS.
3. MAINTAIN AN ACCURATE RECORD OF ALL GAMES ASSIGNED BY HIM/HER TO MEMBERS OF SOA AND AN ACCURATE RECORD OF ALL GAMES ASSIGNED TO NON-MEMBERS OF SOA.
6. SHALL ENDEAVOR TO ASSIGN GAMES TO REGULAR OR ASSOCIATE MEMBERS OF SOA. IF AVAILABLE, QUALIFIED AND COMPETENT. (EXCEPT WHERE ASSIGNMENTS ARE MANDATED BY A PARTICULAR CONFERENCE).
7. SHALL OPEN THE ASSIGNMENT BOOKS FOR INSPECTION ONLY TO THE EXECUTIVE BOARD WHEN REQUESTED BY THE BOARD.

8. SHALL ASSIGN AND PUBLISH ALL GAMES IN SPORTS TO THE MEMBERSHIP AS SOON AS POSSIBLE.
10. THE EXECUTIVE BOARD SHALL APPROVE AN ANNUAL SALARY FOR THE ASSIGNMENT SECRETARY FOR THE FOLLOWING YEAR AT THE GENERAL MEMBERSHIP MEETING.
- I. **NOTICE OF CANDIDATE'S INTENT TO RUN FOR OFFICE.** EACH PERSON WHO INTENDS TO RUN FOR ELECTION AS AN OFFICER OR ASSIGNMENT SECRETARY OF THE ASSOCIATION MUST PROVIDE WRITTEN NOTICE (email qualifies) OF SUCH INTENT TO THE SECRETARY/TREASURER AT LEAST TEN (10) DAYS PRIOR TO THE DATE OF THE MEMBERSHIP MEETING AT WHICH SUCH CANDIDATES WILL BE CONSIDERED FOR ELECTION.
- J. IN THE EVENT THAT NO PERSON FILES THE "INTENT TO RUN FOR OFFICE" FORM, OR IF DEEMED NECESSARY BY THE BOARD, NOMINATIONS FOR AN OPEN POSITION MAY BE DONE AT THE GENERAL MEMBERSHIP MEETING UNDER PROCEDURES ESTABLISHED BY THE BOARD.

ARTICLE V – MEETINGS OF THE EXECUTIVE BOARD

- A. **REGULAR AND SPECIAL MEETINGS.** THE BOARD SHALL MEET REGULARLY ON A SCHEDULE DETERMINED BY THE PRESIDENT OR THE BOARD. IN ADDITION, SPECIAL MEETINGS OF THE BOARD MAY BE CALLED BY THE PRESIDENT OR ANY THREE MEMBERS (MORE THAN 50%) OF THE BOARD.
- B. **TIME AND PLACE OF MEETINGS.** MEETINGS OF THE BOARD SHALL BE HELD AT SUCH PLACES AS DETERMINED BY THE PRESIDENT OR HIS OR HER DESIGNEE UNLESS THE BOARD DETERMINES OTHERWISE. THE BOARD MAY DETERMINE THAT ONE OR MORE MEETINGS OF THE BOARD SHALL BE HELD SOLELY BY MEANS OF REMOTE COMMUNICATION PURSUANT TO SECTION G BELOW. SUCH AUTHORIZATION MAY BE GENERAL OR CONFINED TO SPECIFIC INSTANCES.
- C. **NOTICE OF MEETING.** ALL BOARD MEMBERS SHALL RECEIVE NOTICE OF NOT LESS THAN FIVE (5) DAYS' FOR A REGULAR MEETING AND NOT LESS THAN THREE (3) DAYS OF A SPECIAL MEETING OF THE BOARD, EXCLUDING THE DAY OF THE MEETING. NO NOTICE OF ANY MEETING, REGULAR OR SPECIAL, NEED STATE THE PURPOSE OF THE MEETING EXCEPT AS MAY BE SPECIFICALLY REQUIRED BY THESE BYLAWS OR OTHERWISE REQUIRED BY LAW. NOTICE OF A MEETING AT WHICH AN AMENDMENT TO THE ARTICLES OF INCORPORATION WILL BE PROPOSED MUST CONTAIN THE SUBSTANCE OF THE PROPOSED AMENDMENT. NOTICE SHALL BE DELIVERED PERSONALLY, SENT BY FACSIMILE COMMUNICATION, SENT BY ELECTRONIC MAIL, POSTED ON AN ELECTRONIC NETWORK TOGETHER WITH A SEPARATE NOTICE TO THE BOARD MEMBER OF THE SPECIFIC POSTING, MAILED, FIRST CLASS, POSTAGE PREPAID, OR SUCH OTHER METHODS AS ARE FAIR AND REASONABLE AS DETERMINED IN THE SOLE DISCRETION OF

THE SECRETARY/TREASURER OF SOA. WHENEVER WRITTEN NOTICE PROVIDES LESS THAN FIVE (5) DAYS' PRIOR WRITTEN NOTICE OF THE MEETING, EXCLUDING THE DATE OF THE MEETING, REASONABLE EFFORT SHALL BE MADE TO NOTIFY EXECUTIVE BOARD MEMBERS BY TELEPHONE OF THE MEETING AT THE TIME OF GIVING WRITTEN NOTICE, BUT THE FAILURE TO CONTACT ANY BOARD MEMBER(S) BY TELEPHONE SHALL NOT AFFECT THE VALIDITY OF THE MEETING OR ANY ACTION TAKEN AT SUCH MEETING. NOTWITHSTANDING THE FOREGOING, NO FURTHER NOTICE OF ANY MEETING OF THE BOARD IS REQUIRED IF THE DATE, TIME AND PLACE OF THE MEETING WAS ANNOUNCED AT A PREVIOUS MEETING OF THE BOARD. ANY BOARD MEMBER MAY WAIVE NOTICE OF ANY MEETING OF THE BOARD IN WRITING BEFORE, AT OR AFTER A MEETING. THE ATTENDANCE OF A BOARD MEMBER AT ANY MEETING SHALL CONSTITUTE A WAIVER OF NOTICE OF SUCH MEETING, UNLESS HE OR SHE OBJECTS AT THE BEGINNING OF THE MEETING TO THE TRANSACTION OF BUSINESS BECAUSE THE MEETING IS NOT LAWFULLY CALLED OR CONVENED AND DOES NOT PARTICIPATE IN THE MEETING. THE WAIVER SHALL BE FILED WITH THE PERSON WHO HAS BEEN DESIGNATED TO ACT AS SECRETARY OF THE MEETING, WHO SHALL ENTER THE WAIVER UPON THE RECORDS OF THE MEETING.

- D. **QUORUM AND VOTING.** THE PRESENCE OF A MAJORITY OF THE MEMBERS OF THE BOARD SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS AT ANY MEETING OF THE BOARD. BUT, THE BOARD MEMBERS PRESENT AT ANY MEETING, ALTHOUGH LESS THAN A QUORUM, MAY ADJOURN THE MEETING FROM TIME TO TIME. IF A QUORUM IS PRESENT WHEN A DULY CALLED OR HELD MEETING IS CONVENED, THE BOARD MEMBERS PRESENT MAY CONTINUE TO TRANSACT BUSINESS UNTIL ADJOURNMENT, EVEN THOUGH THE WITHDRAWAL OF BOARD MEMBERS ORIGINALLY PRESENT LEAVES LESS THAN THE PROPORTION OR NUMBER OTHERWISE REQUIRED FOR A QUORUM. PARTICIPATION IN A MEETING BY REMOTE COMMUNICATION PURSUANT TO SECTION 9 BELOW CONSTITUTES PRESENCE AT A MEETING. AT ANY MEETING OF THE BOARD, EXCEPT AS OTHERWISE PROVIDED IN THE ARTICLES OR THESE BYLAWS, EACH BOARD MEMBER PRESENT AT THE MEETING SHALL BE ENTITLED TO CAST ONE (1) VOTE ON ANY QUESTION COMING BEFORE THE MEETING. EXCEPT AS OTHERWISE PROVIDED IN THESE BYLAWS, A MAJORITY VOTE OF THE BOARD MEMBERS PRESENT AT ANY MEETING, SHALL BE SUFFICIENT TO TRANSACT ANY BUSINESS.

PROXY VOTING SHALL NOT BE PERMITTED.

- E. **RULES OF PROCEDURE.** THE BOARD MAY ADOPT OR ESTABLISH RULES OF PROCEDURE FOR CONDUCTING MEETINGS PROVIDED SUCH RULES ARE NOT INCONSISTENT WITH THE ARTICLES, THESE BYLAWS OR MINNESOTA LAW. IN THE ABSENCE OF BOARD ACTION THE PRESIDENT MAY ESTABLISH RULES OF PROCEDURE FOR CONDUCTING MEETINGS PROVIDED SUCH RULES ARE NOT INCONSISTENT WITH THE ARTICLES, THESE BYLAWS OR MINNESOTA LAW.
- F. **ACTION WITHOUT MEETING.** AN ACTION REQUIRED OR PERMITTED TO BE TAKEN AT AN

BOARD MEETING MAY BE TAKEN BY WRITTEN ACTION SIGNED BY THE NUMBER OF BOARD MEMBERS THAT WOULD BE REQUIRED TO TAKE THE SAME ACTION AT A MEETING OF THE BOARD AT WHICH ALL BOARD MEMBERS WERE PRESENT. IF ANY WRITTEN ACTION IS TAKEN BY LESS THAN ALL OF THE BOARD MEMBERS ENTITLED TO VOTE, ALL BOARD MEMBERS ENTITLED TO VOTE SHALL BE NOTIFIED IMMEDIATELY OF ITS TEXT AND EFFECTIVE DATE. THE FAILURE TO PROVIDE SUCH NOTICE, HOWEVER, SHALL NOT INVALIDATE SUCH WRITTEN ACTION. A BOARD MEMBER WHO HAS NOT SIGNED OR CONSENTED TO THE WRITTEN ACTION HAS NO LIABILITY FOR THE ACTION OR ACTIONS TAKEN THEREBY. A WRITTEN ACTION IS EFFECTIVE WHEN IT IS SIGNED BY ALL OF THE BOARD MEMBERS REQUIRED TO TAKE THE ACTION UNLESS A DIFFERENT EFFECTIVE TIME IS PROVIDED IN THE WRITTEN ACTION. FOR PURPOSES OF THIS SECTION, AN ELECTRONIC SIGNATURE SATISFIES THE REQUIREMENT OF A SIGNATURE SO LONG AS THE ELECTRONIC COMMUNICATION CONTAINING THE ELECTRONIC SIGNATURE SETS FORTH SUFFICIENT INFORMATION FROM WHICH THE CORPORATION CAN REASONABLY CONCLUDE THAT THE COMMUNICATION WAS ACTUALLY SENT BY THE PURPORTED SENDER.

- G. **REMOTE COMMUNICATIONS FOR BOARD MEETINGS.** ONE OR MORE BOARD MEMBERS MAY PARTICIPATE IN A MEETING OF THE BOARD BY MEANS OF A CONFERENCE TELEPHONE OR, IF AUTHORIZED BY THE BOARD, BY ANOTHER MEANS OF REMOTE COMMUNICATION, IN EACH CASE THROUGH WHICH THAT BOARD MEMBER, OTHER BOARD MEMBERS SO PARTICIPATING, AND ALL BOARD MEMBERS PRESENT AT THE MEETING MAY PARTICIPATE WITH EACH OTHER DURING THE MEETING. ALTERNATIVELY, IF AUTHORIZED BY THE BOARD, ANY MEETING AMONG BOARD MEMBERS MAY BE CONDUCTED SOLELY BY ONE OR MORE MEANS OF REMOTE COMMUNICATION THROUGH WHICH ALL OF THE BOARD MEMBERS MAY PARTICIPATE IN THE MEETING. FOR THESE PURPOSES, "REMOTE COMMUNICATION" MEANS COMMUNICATION VIA ELECTRONIC COMMUNICATION, CONFERENCE TELEPHONE, VIDEO CONFERENCE, THE INTERNET, OR SUCH OTHER MEANS BY WHICH PERSONS NOT PHYSICALLY PRESENT IN THE SAME LOCATION MAY COMMUNICATE WITH EACH OTHER ON A SUBSTANTIALLY SIMULTANEOUS BASIS.

ARTICLE VI – DUES

- A. **ANNUAL DUES.** ANNUAL REGISTRATION DUES SHALL BE SET BY BOARD AND PRESENTED BEFORE THE ANNUAL GENERAL MEMBERSHIP MEETING. THESE DUES WILL BE DUE AND PAYABLE TO THE SECRETARY/TREASURER NO LATER THAN THE DATE APPROVED BY THE BOARD.
- B. **SPECIAL ASSESSMENTS.** SPECIAL ASSESSMENTS MAY BE MADE FOR ADDITIONAL OR UNFORESEEN EXPENSES (APPROVAL AND THE AMOUNT TO BE DETERMINED BY A THE BOARD).
- C. **PAYABLE BY SPORT.** DUES SHALL BE PAYABLE ON A PER SPORT BASIS.

- D. **LATE FEE.** LATE PAYMENT OF ANNUAL DUES WILL BE SUBJECT TO A FINE SET BY THE BOARD.
- E. **PENALTY FOR NONPAYMENT.** MEMBERS WHOSE DUES ARE NOT PAID IN ACCORDANCE WITH (A) ABOVE SHALL NOT APPEAR IN ANY PUBLISHED MATERIAL OR IN THE ONLINE ASSIGNING SYSTEM AND WILL NOT BE ASSIGNED ANY GAMES BY THE ASSIGNMENT SECRETARY UNTIL DUES ARE PAID IN FULL.

ARTICLE VII - SPECIFIC REGULATIONS

- A. THE OFFICIAL UNIFORM MUST BE WORN BY ALL MEMBERS AND ASSOCIATES (WHEN WORKING AN ATHLETIC CONTEST FOR SOA) THAT IS CONSISTENT WITH THE MSHSL REQUIREMENTS. THE OFFICIALS SHALL BE CLEAN, POSSESS NEAT APPEARANCE, AND MAINTAIN PROPERLY SHINED SHOES.
- B. ELECTRONIC OR PHONE NOTIFICATION OF ASSIGNMENT (INTENT TO APPEAR) MUST BE SENT WITHIN TO THE SCHOOL ASSIGNED AS "HOME TEAM".
- C. OFFICIALS VIOLATING RULES OF SOA MAY BE DROPPED FROM THE MEMBERSHIP WHEN ANY SERIOUS VIOLATIONS OF THE RULES OCCUR SUBJECT TO ANY PROCEDURE ESTABLISHED BY THE BOARD.
- D. NO OFFICIAL MAY BE A MEMBER OF SOA IF THEY HOLD A POSITION OF AUTHORITY IN ANY ORGANIZATION THAT PRESENTS AN ACTUAL OR POTENTIAL CONFLICT OF INTEREST WITH SOA.
- F. ANY SERIOUS CONFRONTATION INVOLVING OFFICIALS OF SOA AND AN ATHLETIC/ACTIVITIES DIRECTOR, SCHOOL OFFICIAL, COACH, PLAYER OR SPECTATOR MUST BE REPORTED TO THE PRESIDENT OF SOA AND TO ANY OTHER PERSON DESIGNATED BY THE BOARD AS SOON AS POSSIBLE. A DETERMINATION AS TO THE COURSE OF ACTION WILL BE MADE IN COMPLIANCE WITH ANY PROCEDURE ESTABLISHED BY THE EXECUTIVE BOARD.

ARTICLE VIII FISCAL MATTERS

- A. **FISCAL YEAR.** THE FISCAL YEAR SHALL BE JUNE 1 TO MAY 31.
- B. **CONTRACTS.** THE BOARD MAY AUTHORIZE SUCH OFFICER OR OFFICERS, AGENT OR AGENTS, OR ASSIGNING SECRETARY TO ENTER INTO ANY CONTRACT OR EXECUTE AND DELIVER ANY INSTRUMENT IN THE NAME OF AND ON BEHALF OF SOA, AND SUCH

AUTHORITY MAY BE EITHER GENERAL OR CONFINED TO SPECIFIC INSTANCES. CONTRACTS AND OTHER INSTRUMENTS ENTERED INTO IN THE ORDINARY COURSE OF BUSINESS MAY BE EXECUTED BY THE PRESIDENT OR, IN THE ABSENCE OF THE PRESIDENT OR PURSUANT TO A DELEGATION BY THE PRESIDENT, BY SUCH OFFICER DESIGNATED TO ACT IN THE PLACE OF OR IN THE ABSENCE OF THE PRESIDENT, WITHOUT SPECIFIC EXECUTIVE BOARD AUTHORIZATION.

- C. **LOANS.** NO LOANS SHALL BE CONTRACTED ON BEHALF OF SOA, AND NO EVIDENCE OF INDEBTEDNESS OTHER THAN CHECKS, DRAFTS OR OTHER ORDERS FOR PAYMENT OF MONEY ISSUED IN THE ORDINARY COURSE OF BUSINESS SHALL BE ISSUED IN ITS NAME UNLESS AUTHORIZED BY THE BOARD. SUCH AUTHORIZATION AND APPROVAL MAY BE GENERAL OR CONFINED TO SPECIFIC INSTANCES.
- D. **DEPOSITS.** ALL FUNDS OF SOA NOT OTHERWISE EMPLOYED SHALL BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF SOA IN SUCH BANKS, TRUST COMPANIES OR OTHER DEPOSITORIES AS THE EXECUTIVE BOARD OR THE PRESIDENT UPON DELEGATION BY THE EXECUTIVE BOARD MAY SELECT.
- E. **MAINTENANCE OF RECORDS; AUDIT.** SOA SHALL KEEP AT ITS REGISTERED OFFICE CORRECT AND COMPLETE COPIES OF ITS ARTICLES AND BYLAWS, ACCOUNTING RECORDS, VOTING AGREEMENTS, AND MINUTES OF MEETINGS OF THE BOARD, AND COMMITTEES HAVING ANY OF THE AUTHORITY OF THE BOARD FOR THE LAST SIX (6) YEARS. ALL SUCH OTHER RECORDS SHALL BE OPEN TO INSPECTION UPON THE DEMAND OF ANY MEMBER OF THE BOARD. THE BOARD SHALL CAUSE THE BOOKS AND RECORDS OF ACCOUNT OF SOA TO BE AUDITED BY CERTIFIED PUBLIC ACCOUNTANTS, TO BE SELECTED BY THE BOARD, AT SUCH TIMES AS IT MAY DEEM NECESSARY OR APPROPRIATE.

ARTICLE IX INDEMNIFICATION

SOA SHALL INDEMNIFY ITS OFFICERS, BOARD MEMBERS, ASSIGNING SECRETARIES AND COMMITTEE MEMBERS AGAINST JUDGMENTS, PENALTIES, FINES, INCLUDING WITHOUT LIMITATION, EXCISE TAXES ASSESSED AGAINST THE PERSON WITH RESPECT TO AN EMPLOYEE BENEFIT PLAN, SETTLEMENTS, AND REASONABLE EXPENSES, INCLUDING ATTORNEYS' FEES, AND DISBURSEMENTS INCURRED BY SUCH PERSONS IN CONNECTION WITH A PROCEEDING IN WHICH THEY ARE OR ARE THREATENED TO BE MADE A PARTY BY REASON OF THEIR ACTION ON BEHALF OF THE CORPORATION. IN ORDER TO AVAIL HIMSELF OR HERSELF OF THIS INDEMNIFICATION PROVISION, HOWEVER, A PERSON MUST: (1) NOT ALREADY BE INDEMNIFIED BY ANOTHER ORGANIZATION IN CONNECTION TO THE SAME PROCEEDING AND THE SAME ACTS OR OMISSIONS; (2) HAVE ACTED IN GOOD FAITH WITH RESPECT TO THE ACTS OR OMISSIONS COMPLAINED OF; (3) HAVE RECEIVED NO IMPROPER PERSONAL BENEFIT; (4) IN THE CASE OF A CRIMINAL PROCEEDING, HAVE HAD NO REASONABLE CAUSE TO BELIEVE HIS OR HER CONDUCT WAS UNLAWFUL; (5) IN THE CASE OF A CIVIL PROCEEDING, HAVE REASONABLY BELIEVED THAT HE OR SHE WAS ACTING IN THE BEST INTERESTS OF THE CORPORATION.

INDEMNIFICATION OF AN INDIVIDUAL UNDER THIS SECTION SHALL NOT EXCEED THE LIMITS OF THE CORPORATION'S INSURANCE AVAILABLE AT THE TIME INDEMNIFICATION IS PAID. THIS ARTICLE VIII SHALL BE CONSIDERED AN EXPRESS LIMITATION ON INDEMNIFICATION UNDER MINNESOTA STATUTES SECTION 317A.521, AS IT MAY BE AMENDED OR REVISED.]

ARTICLE X DIRECTOR CONFLICT OF INTEREST

MEMBERS OF THE BOARD AND ASSIGNING SECRETARIES OF SOA SHALL COMPLY WITH MINNESOTA STATUTES SECTION 317A.255 OR ANY SUCCESSOR STATUTE WITH REGARD TO CONFLICTS OF INTEREST. FURTHER MEMBERS OF THE BOARD AND ASSIGNING SECRETARIES SHALL COMPLY WITH ANY OTHER CONFLICT OF INTEREST POLICY ESTABLISHED BY A MAJORITY VOTE OF THE BOARD.

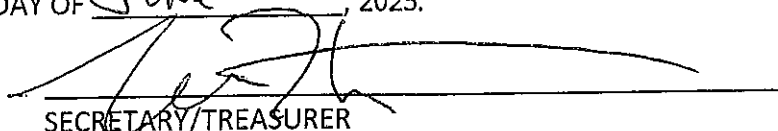
ARTICLE XI BYLAW REVIEW/AMENDMENTS

- A. **ANNUAL REVIEW OF BYLAWS.** THE BOARD SHALL REVIEW THE BYLAWS PRIOR TO THE GENERAL MEMBERSHIP MEETING EACH YEAR. THE BOARD SHALL MAKE RECOMMENDATIONS TO SOA MEMBERS ON ANY NEEDED OR SUGGESTED REVISIONS TO THE BYLAWS.
- B. **AMENDMENT.** THE BYLAWS MAY BE AMENDED BY THE AFFIRMATIVE VOTE OF TWO-THIRDS (2/3) OF THE MEMBERS PRESENT AT A MEETING OF THE MEMBERS.
- C. **MEMBER CONSIDERATION AND DISCUSSION.** WRITTEN COPIES OF THE PROPOSED CHANGES MUST BE GIVEN TO EACH MEMBER IN ATTENDANCE.

THE PROPOSED AMENDMENT WILL BE PROVIDED TO MEMBERS AND DISCUSSED AT THE GENERAL MEMBERSHIP MEETING OR SPECIAL MEETING OF THE MEMBERS. OFFICIAL ACTION ON THE AMENDMENT MAY OCCUR AT THAT OR ANY OTHER GENERAL MEMBERSHIP OR SPECIAL MEETING.

CERTIFICATION

THE UNDERSIGNED, AS SECRETARY/TREASURER OF SUBURBAN OFFICIALS ASSOCIATION, INC., A MINNESOTA NONPROFIT CORPORATION, HEREBY CERTIFIES THAT THE FOREGOING BYLAWS OF THE CORPORATION WERE AMENDED BY THE EXECUTIVE BOARD AND APPROVED BY THE MEMBERSHIP ON THE 9th DAY OF June, 2025.



SECRETARY/TREASURER

CHANGES TO THE FOLLOWING ARTICLES WERE APPROVED PER ARTICLE XI SECTION B AT THE JUNE 9, 2025 GENERAL MEETING.

Article I Section A
Article I Section A-1
Article II Section B
Article III Section B
Article III Section B-3
Article IV Section A
Article IV Section B-5
Article IV Section D-5 was added
Article IV Section E
Article IV Section G2a was added
Article IV Section G-5
Article VI Section A