

**BYLAWS  
OF  
INDIANA SOCCER REFEREE ASSOCIATION**

**ARTICLE ONE  
NAME AND LOCATION**

*Section 1. Name.* The name of this corporation shall be *INDIANA SOCCER REFEREE ASSOCIATION* (referred to hereinafter as the Corporation “”).

*Section 2. Office.* The principal office of the Corporation shall be in WESTFIELD, HAMILTION COUNTY, INDIANA. The Corporation shall designate a registered office in accordance with Indiana law and shall maintain it continuously.

**ARTICLE TWO  
PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE THREE  
AFFILIATION**

The Corporation shall be affiliated with the Indiana Soccer Association Inc. (“ISA”), the United States Soccer Federation (“USSF”), and such other entities as the Board of Directors shall designate and shall be subject to the constitution and bylaws of such entities.

**ARTICLE FOUR  
FUNDS**

*Section 1. Funds.* The fund initially established within the Corporation is a General Fund. The Board of Directors may establish such other restricted funds as it deems appropriate.

*Section 2. Additional Funds.* Upon approval of the Board of Directors, any person, or association may create a new fund for the Corporation and all such transfers shall thereafter be subject to all the terms and conditions of the specific fund to which the assets are transferred or assigned, provided the funds shall be used in such a manner as will be consistent with the purposes of the Corporation within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

*Section 3. Administrative Expenses.* All administrative expenses paid or incurred by the Corporation to accomplish one or more of the public purposes described in section 170(c)(1) or charitable purposes described in Section 170(c)(2)(B) of the Code shall constitute a distribution to or for the benefit of the named beneficiaries hereunder.

## **ARTICLE FIVE BOARD OF DIRECTORS**

*Section 1. General Duties.* Subject to the limitations of the Articles of in these Bylaws, and the law of the State of Indiana, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

*Section 2. Number of Directors and Annual Meeting.* Upon the adoption of these Bylaws, the Board of Directors shall consist of not less than seven (7) persons nor more than nine (9) persons. The number of Directors may be changed, within the limits set by the Corporation's Articles of Incorporation, by amendment to these Bylaws.

*Section 3. Appointment of Director to Serve as State Referee Administrator.* The ISA shall appoint the State Referee Administrator ("SRA") as provided in Policy 531-1 adopted and approved by the United States Soccer Federation, Inc. ("USSF"). The SRA shall serve for a term of two (2) years and have such duties as more fully set forth in Article Ten herein. The SRA shall serve as a director of the Corporation.

*Section 4. Appointment of Director to Serve as State Youth Referee Administrator.* The ISA shall appoint the State Youth Referee Administrator ("SYRA") as provided in Policy 531-1 adopted and approved by the USSF. The SYRA shall serve for a term of two (2) years and have such duties as more fully set forth in Article Eleven herein. The SYRA shall serve as a director of the Corporation.

*Section 5. Appointment of Director to Serve as Representative of the ISA.* The ISA shall appoint one of the Directors of the Corporation who shall also serve as the representative of the ISA (the "ISA Representative") as provided in Policy 531-1 adopted and approved by the USSF. The ISA Representative shall serve for a term of two (2) years and have such duties as more fully set forth in Article Nine herein.

*Section 6. Election of Director of Referee Development.* The State Director of Referee Development shall be elected by the Board of Directors, shall serve for a term of two (2) years, and have such duties as more fully set forth in Article Ten herein. The State Director of Referee Development shall serve as a director of the Corporation.

*Section 7. Election of Director of Assignment.* The State Director of Assignment shall be elected by the Board of Directors, shall serve for a term of two (2) years, and have such duties as more

fully set forth in Article Ten herein. The State Director of Assignment shall serve as a director of the Corporation.

*Section 8. Election of Secretary.* The Secretary shall be elected by the Board of Directors, shall serve for a term of two (2) years, and have such duties as more fully set forth in Article Ten herein. The Secretary shall serve as a director of the Corporation.

*Section 9. Election of Treasurer.* The Treasurer shall be elected by the Board of Directors, shall serve for a term of two (2) years, and have such duties as more fully set forth in Article Ten herein. The Treasurer shall serve as a director of the Corporation.

*Section 10. Director Qualifications.* 66% of the Directors, exclusive of the Director appointed to serve as the ISA Representative, shall be active and registered with the USSF Referee Program.

*Section 11. Election and Term.* All other members of the Board of Directors other than the three Directors appointed by the ISA as described above shall be elected by the majority vote of the Directors present at the annual meeting of the Directors. At the first election following the adoption of these Bylaws, the designated individuals serving as Directors including the three Directors appointed by the ISA as the SRA, the SYRA, and the ISA Representative, shall be divided into two (2) groups with one group serving an initial term of one (1) year, and the second group serving an initial term of two (2) years. All Directors elected thereafter will hold office for a term of two (2) years.

*Section 12. Regular Meetings.* Regular meetings of the Board of Directors shall be held at least twice annually, at such time and place as the President may determine unless otherwise determined by the Board of Directors.

*Section 13. Compensation.* Directors as such shall not receive any stated salaries for their services.

## **ARTICLE SIX NO CONTROL BY DISQUALIFIED PERSONS**

No more than fifty percent (50%) of the Directors may be either individuals who are “substantial contributors” to the Corporation, or “family members of a substantial contributor,” or “disqualified persons” other than as a “foundation manager,” all as determined in accordance with Section 4946 of the Internal Revenue Code (which shall be deemed to include the corresponding provisions of any future United States Internal Revenue law).

## **ARTICLE SEVEN EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the

Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

## **ARTICLE EIGHT MEETINGS OF THE BOARD OF DIRECTORS**

*Section 1. Place.* Regular meetings of the Directors shall be held in the principal office of the Corporation, or at any other place in the State of Indiana agreed upon by a majority of the Board of Directors. Special meetings may be held, without notice, at any time and place, within the State of Indiana, upon the unanimous consent of the Board of Directors.

*Section 2. Annual Meetings.* The annual meeting of the Board of Directors for the election and appointment of Directors and Officers, and for the transaction of any other business shall be held in concert with the Annual Meeting of the ISA, or at such other time as shall be determined by the Board of Directors. The place of the meeting shall be the regular place of meeting of the Board of Directors, or at such other place as shall be determined by the Board of Directors.

*Section 3. Special Meetings.* A special meeting of the Board of Directors shall be held upon written request signed by any two (2) Directors.

*Section 4. Notice and Waiver.* Notice of any special meeting, regular meeting, and notice of any annual meeting held at a time or place other than as specified in Section 2 above, shall be given at least seven (7) days prior thereto by written notice delivered personally, by email, or by mail to each Director at his/her address. If emailed, such notice shall be deemed to have been delivered when transmitted and, if mailed, when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

*Section 5. Telephonic or Audio/Video Meetings.* Members of the Board may participate in a meeting through the use of a conference telephone (or similar communications equipment), personal computer (or similar device) so long as all Directors participating can adequately hear and speak to each other. Participation in a meeting in this manner shall constitute presence at such meeting.

*Section 6. Quorum.* A quorum for the transaction of business at any meeting of the Board of Directors shall consist of the greater of (i) a majority of the number of Directors then serving on the Board. If a quorum is present, unless otherwise provided herein or by law, the vote of a majority of

Directors present at a meeting shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time with notice as set forth in Section 4 above until such time as a quorum is present.

*Section 7. Voting.* All members of the Board shall have one vote. The President, who is a Director, shall only be permitted to vote on matters that come before the Board in order to effect the outcome.

*Section 8. Resignation.* Any Director of the Corporation may resign at any time by submitting his or her written, signed and acknowledged resignation to the Board of Directors.

*Section 9. Removal of Non-ISA Directors.* Two-thirds (2/3) of the Directors then serving may remove any Director, excluding any Director appointed by the ISA as described in Article Five above, with or without cause. Two-thirds (2/3) of the Directors, then serving, may formally petition the ISA to remove any ISA-appointed Director.

*Section 10. Removal of ISA Directors.* Any Directors appointed by the ISA as described in Article Five, above, may be removed by the ISA, with or without cause, as provided by the ISA Bylaws and policies.

*Section 11. Vacancies.* Other than the Directors serving as SRA, SYRA, and ISA Representative, a vacancy occurring on the Board for any reason may be filled by the affirmative vote of a majority of the remaining Directors then present as provided herein. In the event that the Director serving as SRA, SYRA, or ISA Representative is no longer a Director for any reason, the ISA shall appoint an interim SRA, SYRA, or ISA Representative to fill such vacancy as provided in Policy 531-1, adopted and approved by the USSF. A Director elected/appointed to fill a vacancy shall hold office only until such time as the predecessor's unexpired term shall have expired unless reelected by the Board of Directors, or, in the case of a Director serving as SRA, SYRA, or ISA Representative, until such time as the ISA appoints a successor.

*Section 12. Presumption of Assent.* A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

*Section 13. Consent.* Any action required by law to be taken at any meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors. Written consent and approval may be communicated via email or other electronic means.

*Section 14. Committees of Directors.* The Board of Directors by resolution adopted by the entire Board may designate from among its members one or more committees, consisting of two (2) or

more Directors, which shall have such power and authority as directed by the Board of Directors, these Bylaws, or the resolution creating them. Absent a specific grant of authority as described herein, no committee shall have any authority to do other than make recommendations to the Board for consideration and in no event shall a committee have authority as to any of the following matters:

- (a) The dissolution, merger or consolidation of the Corporation; the amendment of the Articles of Incorporation; or the sale, lease or exchange of all or substantially all of the property of the Corporation;
- (b) The filling of vacancies on the Board of Directors.
- (c) The amendment or repeal of the Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board which by its term shall not be so amendable or repealable; or
- (e) Disbursements from any of the Funds referred to in the Articles of Incorporation in excess of any amount specified in the resolution creating the committee.

## **ARTICLE NINE OFFICERS**

*Section 1. Officers.* The officers of the Corporation are: the President, Vice President, Secretary, Treasurer. No Director may hold more than one office.

*Section 2. President.* The SRA, appointed by the ISA, shall also serve as President and shall hold office for a term of two (2) years as more fully set forth in Article Five, above.

*Section 3. Vice-President.* The SYRA, appointed by the ISA, shall also serve as Vice-President and shall hold office for a term of two (2) years as more fully set forth in Article Five, above.

*Section 4. Secretary and Treasurer.* The Secretary and Treasurer shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of two (2) years and until his or her successor shall have been elected.

*Section 5. Additional Officers.* The Board of Directors shall elect or appoint from time to time such additional Officers as, in its opinion, are desirable for the conduct of the business of the Corporation.

*Section 6. Removal of Other Officers.* Any Officer other than the President or Vice-President may be removed by a majority vote of the Directors present, whenever, in the judgment of the Board, such removal will be in the best interests of the Corporation.

*Section 7. Compensation.* The Officers of the Corporation shall be entitled to the reimbursement of reasonable expenses incurred by them as Officers. In no event shall any individual who makes a direct financial contribution to the Corporation receive any compensation from the Corporation in exchange for such contribution.

*Section 8. Vacancies.* Other than the office of President or Vice-President, if any office becomes vacant for any reason, the Board of Directors shall fill such vacancy by the affirmative vote of a majority of the Directors then present as provided herein. In the event that a vacancy occurs for the office of President or Vice President, the ISA shall appoint an interim SRA or SYRA to serve as President or Vice-President, respectively, as provided in Policy 531-1 adopted and approved by the USSF. An Officer elected/appointed to fill a vacancy shall hold office only until such time as the predecessor's unexpired term shall have expired unless reelected by the Board of Directors, or, in the case of the President and Vice-President, until such time as the ISA appoints a successor.

## **ARTICLE TEN DUTIES OF OFFICERS**

*Section 1. President.* The SRA, serving as President, shall be the Chief Executive Officer of the Corporation who shall be delegated the responsibility for overall management of the affairs of the Corporation and the execution of the policies established by the Board. The President is responsible for overseeing the administrative and technical needs of the Corporation as recommended by the USSF and shall be given the necessary authority to affect this responsibility subject only to such policies as may be issued by the Board or any committees to which it has delegated power for such action. The President shall sign all documents which the Board has authorized to be executed on behalf of the Corporation except where such action has been expressly reserved and delegated to another by the Board. The President shall act in all matters in which the Board has not formally designated some other person or group to act. The President is also responsible for working collaboratively in leading the efforts of the Corporation and includes, but is not limited to, organizing, and presiding over meetings, reviewing technical and administrative reports, create and maintaining good working relationships, and such other duties as the Board may direct.

*Section 2. Vice-President.* The SYRA, serving as Vice-President, shall assist the President in the performance of the President's responsibilities and shall exercise all the powers of the President in the President's absence or incapacity and shall perform all such other duties as are incidental to this office as may be prescribed by the Board of Directors. The Vice-President will have the same admin-level of authorization, credentials, and access to all systems and products used by the Corporation as that of the President (includes credentials for: bank and financial accounts, website hosting, website domain name, assignment systems, the U.S. Soccer registration system, etc.).

*Section 3. Secretary.* The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committees of the Board when required. The Secretary shall give, or cause to be given notice of all meetings of the Board of Directors; shall have charge of all corporate books, records and

papers; shall be custodian of the corporate seal; shall, when required, attest with his or her signature and impress with the corporate seal written contracts of the Corporation; and shall perform all such other duties as are incidental to this office as may be prescribed by the Board of Directors.

*Section 4. Treasurer.* The Treasurer shall have the care and custody of the monies of the Corporation and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in the books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the monies of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements. In addition, the Treasurer shall render to the President and Directors an accounting of all transactions as Treasurer and of the financial condition of the Corporation whenever required but, at a minimum, twice per year; once at the annual meeting of the Board and a second time approximately six (6) months thereafter. The Treasurer shall be responsible for compliance with the directives set forth in Policy 531-1, Section 4, as amended and shall perform all such other duties as are incidental to this Office as may be prescribed by the Board of Directors. The Treasurer, upon approval of the Board of Directors, may delegate his or her duties to an authorized agent, but said delegation shall not relieve the Treasurer from said duties as defined herein.

## **ARTICLE ELEVEN ADDITIONAL POSITIONS AND DUTIES**

*Section 1. Additional Positions.* With the exception of Sections 1 through 4, below, the Board of Directors reserve the authority to add, delete, or modify any positions or duties described in Article 11.

*Section 2. State Youth Referee Administrator.* In addition to the duties of the Vice-President, the State Youth Referee Administrator is responsible for assisting the State Referee Administrator in overseeing the productivity and success of the Corporation. This includes, identifying, selecting, and overseeing (or delegating the oversight of) the logistics of referees and mentors/coaches that represent Indiana at youth regional events, and all such other duties as are incidental to this position as may be prescribed by the Board of Directors.

*Section 3. ISA Representative.* The ISA Representative is primarily responsible for acting as a liaison between ISA and the Corporation which includes, but is not limited to, providing information about the Indiana referee program, short and long-term planning with the ISA during regularly scheduled meetings and as otherwise needed. The ISA appointed director is responsible for advising the Corporation of specific requests and recommendations of the ISA and shall perform all such other duties as are incidental to this office as may be prescribed by the Board of Directors.

*Section 4. State Director of Referee Development.* The State Director of Referee Development is responsible for developing a mentor/coach network and overseeing the instruction needs of the



Corporation including, but not limited to, organizing and instructing courses, clinics, and in-service training materials for Grassroots Mentors and Referee Coaches; organizing and instructing courses and clinics for officials; fitness tests; developing in-service training materials for officials beyond those provided by U.S. Soccer; providing clarification on the interpretation and application of the IFAB Laws of the Game; managing the assignment of Grassroots Mentors and Referee Coaches in support of referees committed to advancement and development; and all such other duties as are incidental to this position as may be prescribed by the Board of Directors.

*Section 5. State Director of Assignment.* The State Director of Assignment is responsible for developing an assignor network that meets the needs of the Corporation including, but not limited to, working collaboratively with assignors and competitions, organizing and instructing courses and clinics for assignors; developing in-service training materials for assignors beyond those provided by U.S. Soccer; the assignment of referees to State Cup matches; and all such other duties as are incidental to this position as may be prescribed by the Board of Directors.

*Section 6. Registrar.* The Registrar is responsible for overseeing the recording, processing, and approval (if delegated by the SRA) of all registration records. The Registrar will work cooperatively with the ISA staff to coordinate referee and assignor access in the ISA-managed assignment system. The Registrar is appointed to serve at the pleasure of the SRA.

*Section 7. District Referee Administrators (“DRA’s”).* There are thirteen (13) districts in Indiana as defined by a map on the IndianaReferees.org website. District Referee Administrators are responsible for acting as the first point of contact and local administrator on behalf of the Board of Directors for referees, assignors, clubs, and leagues in their respective districts. DRAs maintain working relationships with their soccer communities and forward unusual questions and concerns to the appropriate responsible person in the Corporation. DRAs actively scout referee talent and maintain a list of the top ten (10) performing referees in their district. DRAs are appointed to serve at the pleasure of the SYRA.

*Section 8. Referee Coach and Grassroots Mentor Coordinator (“Mentor Coordinator”).* The Referee Coach and Grassroots Mentor Coordinator is responsible for scheduling developmental and formal field performance observations based on request, need, and opportunity. A budget is provided to fund these initiatives. The Mentor Coordinator ensures that written performance results are received before they authorize payment for mentoring services and keeps a log of all assignments and results. The Mentor Coordinator is appointed to serve at the pleasure of the State Director of Referee Development.

*Section 9. Course Logistics Coordinator.* The Course Logistics Coordinator manages all course requests, uses Corporate policy to approve/disapprove requests, assigns Referee Coaches and Grassroots Mentors to facilitate field sessions, monitors Coaches and Mentors to ensure compliance with

Corporate policies, and approves course-associated expense reports. The Course Logistics Coordinator is appointed to serve at the pleasure of the State Director of Referee Development.

*Section 10. Referee Academy Coordinator.* The Referee Academy Coordinator manages the training of referees within the academy. The Referee Academy Coordinator must be a National Referee Coach and will be paid a monthly stipend (amount to be approved by the Board of Directors) for their work. The Referee Academy Coordinator is appointed to serve at the pleasure of the State Director of Referee Development.

*Section 11. Recruitment Coordinator.* The Recruitment Coordinator is responsible for designing and implementing campaigns to recruit and retain referees. They work closely with DRA's to identify local and regional cooperative opportunities to target candidates. The Recruitment Coordinator maintains control over Corporate-branded signage and promotional materials. A budget is allocated to this initiative. The Recruitment Coordinator is appointed to serve at the pleasure of the State Director of Referee Development.

*Section 12. Communications Coordinator.* The Communications Coordinator is responsible for composing and publishing a monthly newsletter updating registrants of upcoming events, announcements, and accomplishments in Indiana. They maintain control over the corporation's social media content. All published content must be reviewed and approved by the Secretary or their designee prior to posting or distribution. The Communications Coordinator is appointed to serve at the pleasure of the Secretary.

*Section 13. Compensation.* The individuals serving in the positions described in this Article shall be entitled to the reimbursement of reasonable expenses incurred by them. In no event shall any individual who makes a direct financial contribution to the Corporation receive any compensation from the Corporation in exchange for such contribution.

## **ARTICLE TWELVE CONTRACT, CHECKS, DEPOSITS, FUNDS AND INVESTMENTS**

*Section 1. Contracts.* The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

*Section 2. Checks.* All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined

by resolution of the Directors. In the absence of such determination by the Directors such instrument shall be signed by the Treasurer and countersigned by the President or Vice President of the Corporation.

*Section 3. Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Directors may select.

*Section 4. Contributions.* The Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation provided that such contribution, gift, bequest or devise shall be used in such a manner as will be consistent with the purposes of the Corporation within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE THIRTEEN BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and any other Committees having and exercising any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any member of the Board of Directors, other Committee or Officers, or his/her agent or attorney for any proper purpose at any reasonable time and upon reasonable notice.

### **ARTICLE FOURTEEN FISCAL YEAR**

The fiscal year of the Corporation shall be established by the Board of Directors.

### **ARTICLE FIFTEEN INVESTMENTS**

The Corporation shall have the right to retain all or part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a fiduciary is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

### **ARTICLE SIXTEEN PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No Director, Officer, employee of or member of a committee of, or person connected with the Corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of the Corporation assets upon the dissolution of the Corporation.

#### **ARTICLE SEVENTEEN INDEMNIFICATION**

Each current and future Director or Officer of the Corporation, and individuals holding a positions as described in Article Eleven, above, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any civil action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer, or serving in another position with the Corporation, except in relation to matters in which he or she has been finally adjudged in such action, suit or proceeding to have been willfully or wantonly derelict in the performance of his or her duties. The foregoing right to indemnification shall include a right to reimbursement of the amounts paid and expenses incurred in settling, compromising or otherwise adjusting any such action, suit or proceeding, when such disposition thereof appears to be in the best interests of the Corporation, and shall not be exclusive of other rights to which such individual may be entitled as a matter of law.

#### **ARTICLE EIGHTEEN FINANCIAL REPORT**

The Corporation shall provide such financial reports or accountings as required by the provisions of these Bylaws and Policy 531-1 adopted by the USSF, as amended.

#### **ARTICLE NINETEEN WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of any applicable law of the State of Indiana, the Articles of Incorporation, or these Bylaws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE TWENTY  
AMENDMENTS**

Amendments to these Bylaws may be adopted by the Board of Directors by a two-thirds ( $\frac{2}{3}$ ) vote of the Directors then serving; provided, however, that written notice of the proposed amendment shall be given to the Directors at least thirty (30) days prior to the date of such meeting and provided that no amendment shall authorize the Corporation or its Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code or the Treasury Regulations promulgated there under. Any such amendment to these Bylaws shall be made only in accordance with the laws of the State of Indiana. The Directors are hereby authorized and directed to amend or modify any provisions of these Bylaws when such amendment or modification is necessary to ensure compliance with any requirements existing now or hereafter for a qualifying charitable organization which is a "supporting organization" within the meaning of Section 509(a)(3) of the Internal Revenue Code and the Treasury Regulations promulgated there under.

Adopted this 27<sup>th</sup> of October 2022.

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Tony Crush

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Eric Hench

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Tony Delois

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Ben Trevino

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Anthony Frizzell

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Thom Parks

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Dave Guthrie