



# SOCCKER ASSOCIATION FOR YOUTH, U.S.A. BY-LAWS



## ARTICLE ONE

### AUTHORITY

These By-Laws are enacted in compliance with Chapter 1702 of the Revised Code of Ohio in order to regulate the affairs and conduct of Soccer Association For Youth, U.S.A. ("SAY").

## ARTICLE TWO

### SAY CONSTITUTION

The SAY Constitution adopted December 5, 1992, together with any subsequent amendments thereto is hereby incorporated by reference in its entirety in this Article Two. In the event that any succeeding provision of these By-Laws conflicts with the SAY Constitution, then the conflicting By-Law shall be invalid.

## ARTICLE THREE

### IDENTIFICATION

**Section 3.01: Principal Office.** The address of the principal office of this Corporation shall be One North Commerce Park Drive \* Suite 306-320 \* Cincinnati, Ohio 45215 This Corporation may conduct its business from such address, or addresses, as shall be designated from time to time by the National Board of Directors.

**Section 3.02: Fiscal Year.** The fiscal year of this Corporation shall be from September 1<sup>st</sup> through August 31<sup>st</sup>.

## ARTICLE FOUR

### MEETINGS OF ADMINISTRATIVE MEMBERS

**Section 4.01: Time; Purpose.** The Annual General Meeting of the Administrative Members of this Corporation shall be held each year on dates and at a place designated by the National Board of Directors for the purpose of choosing the Elected National Directors of this Corporation, and for the transaction of such other business as may come before the meeting.

**Section 4.02: Notice of General Meeting.** Written notice of the time and place of each Annual General Meeting shall be given to each Administrative Member not less than ninety (90) days before the date of the meeting. The notice shall be deemed to be delivered when deposited in the United States mail addressed to the Administrative Member at the address that appears on the records of this Corporation with postage thereon prepaid.

**Section 4.03: Voting.** In the election of National Directors at the Annual General Meeting the Administrative Members of this Corporation shall have those voting rights set out in Article VI, Sections 6 and 7 of the SAY Constitution and as follows:

- A. Votes for a Regional Director shall only be cast by those eligible Administrative Members that represent the Areas within that particular region, and only those Directors serving on the National Board of Directors that reside in that particular region.
- B. Votes for an At-Large Director shall be cast by all eligible Administrative Members.

**Section 4.04: Special Meetings.** Special meetings of the Administrative Members of this Corporation may be called by the National Board of Directors or upon the written petition of one-half (1/2) plus one (1) of all Administrative Members of this Corporation, stating thereon the purpose or purposes of the meeting, which petition shall be delivered to the National Secretary of this Corporation. Special Meetings shall be held at such time and place as shall be designated by the National Board of Directors.

**Section 4.05: Notice of Special Meetings.** Written notice of any Special Meeting shall be given to all Administrative Members of this Corporation not less than thirty (30) days before the date of the meeting. The purpose or purposes for which the special meeting is called shall be stated in the notice. The notice shall be deemed to be delivered when deposited in the United States mail addressed to the Administrative Member at the address that appears on the records of this Corporation with postage thereon prepaid.

**Section 4.06: Rules.** All meetings of the Administrative Members of this Corporation shall be conducted in accordance with the most recent version of Robert's Rules of Order.

## **ARTICLE FIVE**

### **ELECTED NATIONAL DIRECTORS**

**Section 5.01: Number.** There shall be a maximum of fourteen (14) Elected National Directors on the National Board of Directors consisting of ten (10) Regional Directors with two (2) Directors representing each Region and up to four (4) At-Large Directors. If there is no nominee from a particular Region, an interim Regional Director may be elected by the National Board of Directors to serve until a resident nominee for Regional Director of that Region becomes available. That term shall not extend beyond the business year during which that Director is appointed.

**Section 5.02: Regions.** For purposes of this Article Five, Regional boundaries are designated on the map(s) attached hereto.

**Section 5.03: Term.** The term of each Elected National Director shall be three (3) years. For the purpose of this Section, "year" shall be defined as the period of time beginning with the first meeting of the National Board of Directors held after new Directors are elected at the Annual General Meeting, and ending at the time of the following Annual General Meeting, at the end of the day when Directors are elected.

**Section 5.04: Nomination.**

**A. At-Large Directors:** Candidates for Elected At-Large National Directors may be nominated in accordance with one of the following procedures:

- 1) The Nominating Committee appointed by the National Board of Directors in accordance with Articles 8.02 and 8.08 of these By-Laws may nominate one or more candidates and shall deliver its list of nominees to all Administrative Members at least forty-five (45) days before the Annual General Meeting
- 2) Any five (5) Administrative Members who are not National Directors may nominate one or more candidates by written petition delivered to the Secretary of this Corporation at least fifty (50) days before the Annual General Meeting. This list of nominees shall be delivered to all Administrative Members at least forty-five (45) days before the Annual General Meeting.
- 3) Ten (10) or more Participating Members may nominate one or more candidates by written petition delivered to the Secretary of this Corporation at least fifty (50) days before the Annual General Meeting. This list of nominees shall be delivered to all Administrative Members at least forty-five (45) days before the Annual General Meeting.
- 4) Any Participating Member may nominate themselves as a candidate by written petition delivered to the Secretary of this Corporation at least fifty (50) days before the Annual General Meeting. This list of nominees shall be delivered to all Administrative Members at least forty-five days before the Annual General Meeting.

**B. Regional Directors:** Candidates for Elected Regional National Directors may only be nominated in accordance with one of the following procedures:

- 1) The Nominating Committee appointed by the National Board of Directors in accordance with Articles 8.02 and 8.08 of these By-Laws may nominate one or more candidates for each Region and shall deliver its list of nominees to all Administrative Members at least forty-five (45) days before the Annual General Meeting
- 2) Any five (5) Administrative Members of the same Region who are not National Directors, may nominate one or more candidates, for their Region only, by written petition delivered to the Secretary of this Corporation at least fifty (50) days before the Annual General Meeting. This list of nominees shall be delivered to all Administrative Members at least forty-five (45) days before the Annual General Meeting.
- 3) Ten (10) or more Participating Members of the same Region may nominate one or more candidates, for their Region only, by written petition delivered to the Secretary of this Corporation at least fifty (50) days before the Annual General Meeting. This list of nominees shall be delivered to all Administrative Members at least forty-five (45) days before the Annual General Meeting.
- 4) Any Participating Member of a Region may nominate themselves as a candidate, for their Region only, by written petition delivered to the Secretary of this Corporation at least fifty (50) days before the Annual General Meeting. This list of nominees shall be delivered to all Administrative Members at least forty-five days before the Annual General Meeting.

**C.** All Nominations shall be in writing and shall:

- 1) Clearly state the nominee's reasons for seeking election or re-election as a National Director; and
- 2) Include a description of the nominee's qualifications, incorporating all necessary personal information regarding the nominee including, but not limited to: full name, age, marital status, current employment address and telephone number, together with a brief resume of the nominee's soccer activities and the names of at least two (2) persons in the nominee's community who will vouch for the nominee's character and standing in the community.

**Section 5.05: Vacancies.** In the event of the death, resignation, or removal of an Elected National Director, the following procedure shall be followed by the National Board of Directors:

- A.** At its next regular meeting following the creation of the vacancy, or in the case of removal, at that meeting creating the vacancy, the Board shall decide whether to fill the vacancy or reduce the number of Elected National Directors prescribed by Section 5.01.
- B.** In the event the Board decides to fill the vacancy, then the Board shall appoint a Nominating Commission comprised of not less than three (3) Elected National Directors.
- C.** The Nominating Commission shall thereafter submit the names of not less than three (3) qualified nominees to the Board not less than thirty (30) days before the regular meeting of the Board at which the vacancy shall be filled. The submission of the nominees to the Board shall be addressed to each Director.
- D.** Any Elected National Director may submit to the Board the names of any additional nominees not submitted by the Nominating Commission not less than fifteen (15) days before the regular meeting of the Board at which the vacancy shall be filled. The submission of these additional nominees shall be by certified mail, return receipt requested, addressed to each Director.
- E.** The nomination submitted shall contain at the minimum all necessary personal information regarding the nominee including, but not limited to: full name, age, marital status, current employment address, and telephone number, together with a brief resume of the nominee's soccer activities and the names of at least two (2) persons in the nominee's community who will vouch for the nominee's character and standing in the community.

## ARTICLE SIX

## **DESIGNATED APPOINTED NATIONAL DIRECTORS**

**Section 6.01: Selection.** The designation of Appointed Directors as authorized in Article VIII of the Constitution may be made by the National Directors at any regular or special meeting of the Board.

**Section 6.02: Term.** The Elected National Directors shall set the term for each Appointed National Director provided that said term shall not extend beyond the business year during which that Director is appointed. The Elected National Directors may prescribe any condition or event under which the term of an Appointed National Director shall expire and may remove an Appointed National Director at any time for any reason, and in accordance with the provisions of Article VIII, Section 4 of the Constitution.

**Section 6.03: Vacancies.** In the event of the death, resignation or removal of an Appointed National Director, the National Board of Directors shall decide whether or not to fill the vacancy. If the Board decides to fill the vacancy, it shall be done in accordance with the provisions of Sections 6.01 and 6.02 of these By-Laws.

## **ARTICLE SEVEN**

### **NATIONAL BOARD OF DIRECTORS MEETINGS**

**Section 7.01: Annual Meeting.** An Annual Meeting of the National Board of Directors at which it shall designate the officers of this Corporation and transact such other business as shall come before it shall be held without any notice other than this By-Law on the last day of the Annual General Meeting of the Administrative Members.

**Section 7.02: Regular Meetings.** The National Board of Directors shall hold at least three (3) regular meetings throughout the year on such dates and at such places as shall be fixed by its resolution. Notice need not be given of regular meetings of the National Board of Directors.

**Section 7.03: Special Meetings.** Special meetings of the National Board of Directors may be called at any time by the National President or by any three (3) members of the National Board of Directors. Notice of the time and place of a special meeting shall be given by the National Secretary in writing by mail, facsimile transmission or telephone call received by all Directors not later than the fourth business day immediately preceding the day for the meeting.

Attendance of a Director at a special meeting shall constitute a waiver of notice of that meeting. Notice of any special meeting of the National Board may be waived in a writing signed by all Directors, whether before or after the time of the meeting.

**Section 7.04: Meeting By Telephone.** The National Board of Directors or any committee of the National Board of Directors may participate in any meeting by means of a conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other at the same time, and such participation by such means shall constitute presence in person at the meeting.

**Section 7.05: Agenda.** The President shall prepare an agenda for each meeting of the National Board of Directors. In preparing the agenda, the President shall solicit items from all other Directors for inclusion on the agenda. The agenda for each regular meeting of the National Board shall be delivered by letter or facsimile transmission to each Director not later than two (2) weeks prior to the date of the meeting.

**Section 7.06: Rules.** All meetings of the National Board of Directors shall be conducted in accordance with the most recent version of Robert's Rules of Order.

**Section 7.07: Action Without A Meeting.** Any action required to be taken at any meeting of the National Board of Directors may be taken without a meeting if all of the Directors or all of the members of the Committee, as the case may be, are notified in writing of the action proposed and the requisite majority of the National Board of Directors or of the Committee, as the case may be, assent to the action taken or to be taken and confirm their consent to such action taken or to be taken in writing and dated. In any case, where a Director or a member of the Committee, as the case may be, cannot be contacted, after reasonable attempts to do so, the non-response shall be considered and recorded as an abstention vote to the action to be taken. In any case requiring a vote where a Director or a member of the Committee, as the case may be, has been contacted, but the Director or the Committee member, as the case may be, chooses not to vote on the matter at hand, the non-response shall be considered and recorded as an abstention vote to the action to be taken.

**Section 7.08: Open Meetings.** All meetings of the National Board of Directors shall be open to all Administrative and Participating Members of this Corporation, subject to space availability, unless the Board determines that it is necessary to hold an Executive Session.

**Section 7.09: Quorum and Voting.** A majority of the National Directors currently serving shall constitute a quorum for the transaction of business at any meeting of the National Board of Directors. The taking of any action will require the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present, unless the act of a greater number of Directors is required either by law, by the Constitution, or by these By-Laws. The President shall not vote on any matter before the Board except to resolve a tie vote among the Directors. If at any meeting of the National Board of Directors less than a quorum is present, no business may be transacted until such time as a quorum is achieved.

## **ARTICLE EIGHT**

### **COMMITTEES**

**Section 8.01: Executive Committee.** The powers of the National Board of Directors may be exercised by an Executive Committee consisting of the President and four other Elected Directors who shall be appointed by the National Board. The Executive Committee shall have such powers, perform such duties, and observe such restrictions as the National Board may delegate to it from time to time.

The Executive Committee shall decide all issues and take all actions only by affirmative vote of a majority of its members, and will determine its rules and procedures in a similar manner. The Executive Committee may conduct its meetings by telephone conference call and may take action without any meeting if authorized in a written document signed by all members of the Executive Committee.

The Executive Committee shall keep a written record of its meetings and shall report its actions within seven (7) days thereof to all National Directors. The National Board of Directors at any of its meetings may overrule any action taken by the Executive Committee, noting, however, that any action duly taken by the Executive Committee within the course and scope of its authority shall still be binding on this Corporation as to third parties who have relied thereupon.

**Section 8.02: Standing Committees.** Standing Committees of this corporation shall be:

- 1) A Finance Committee,
- 2) SAYTEC – a Training and Education Committee,
- 3) SNRRC - a National Referee and Rules Committee,
- 4) An AGM Committee,
- 5) A Nominating Committee, and
- 6) A Volunteer Screening Committee.

The President shall nominate the Chair of each of these committees, with the approval of a majority of the National Board of Directors currently serving. Each Committee will consist of at least three (3) members, one of whom shall be a Director. The Chair of each committee shall choose the other members of the committee, but any choice may be vetoed by a majority of the National Board of Directors currently serving.

**Section 8.03 Select Committees.** The National Board of Directors may establish special select committees to address specific projects or problems. Such committees will be dissolved upon completion of their assigned tasks. These committees shall be formed and shall conform to the procedures as are listed in Section 8.02.

**Section 8.04: Finance Committee.** There shall be a Finance Committee to study and review the records of this Corporation and make recommendations to the National Board of Directors concerning the budgeting, receipt and posting of Corporation funds. The Treasurer shall be the Chair of the Finance Committee.

**Section 8.05: Training and Education Committee (SAYTEC).** There shall be a Training and Education Committee to review existing programs for the education and training of coaches and players, and make recommendations to the National Board of Directors for improvements in these programs or additions or new programs. The Director of Training and Education of SAY shall be the Chair of this committee and the Director of Coaching of SAY shall be a member of this committee.

**Section 8.06: National Referee and Rules Committee (SNRRC).** There shall be a National Referee and Rules Committee to review existing programs for the education and training of referees and referee administrators, and to make recommendations to the National Board of Directors for improvements in these programs or the addition of new programs. The Director of Officials of SAY shall be the Chair of this committee.

**Section 8.07: AGM Committee.** There shall be an AGM Committee to provide a forum to conduct the business affairs of this Corporation and to celebrate our successes for the year.

**Section 8.08: Nominating Committee.** There shall be a Nominating Committee whose responsibility shall be to encourage, seek out, identify or recommend a person or persons for election to the National Board of Directors. The members of this committee shall be appointed by the National Board of Directors pursuant to the conditions of Section 8.02. The committee shall consist of no less than five(5) members and shall include the National Executive Director, one(1) member of the Executive Committee, and at least two(2) other Directors who are not members of the Executive Committee. The remaining members of this committee may or may not also be members of the Executive Committee or the National Board of Directors, and may be anyone considered in good standing and so approved by the National Board of Directors.

**Section 8.09 Volunteer Screening Committee:** There shall be a Voluntary Screening Committee to study and review the requirements of the policies of SAY regarding qualifications of its volunteer members and to make recommendations to the National Board of Directors to institute improvements, additions, or modifications to these policies. The National Executive Director shall be a member of this committee.

## **ARTICLE NINE**

### **PLAYING and ORGANIZATIONAL RULES**

**Section 9.01: Playing Rules Changes.** Playing Rules change recommendations as developed by the National Board of Directors or submitted by members of SAY, shall be placed on the agenda of the next Annual General Meeting and submitted by mail ballot to all SAYArea Presidents at least fifty (50) days before the Annual General Meeting. Adoption of any change will require a majority of those responding with a quorum consisting of 25% of SAYArea Presidents having responded.

**Section 9.02: Organizational Rule Changes.** Organizational Rules change recommendations as developed by the National Board of Directors or submitted by members of SAY, shall be placed on the agenda of the next meeting of the National Board of Directors and shall be transmitted to all National Directors at least thirty (30) days prior to the meeting. Organizational Rules may be only amended by a 2/3 majority of all Directors currently serving on the National Board of Directors at any of its meetings.

## **ARTICLE TEN**

### **OFFICERS**

**Section10.01: Officers.** As prescribed by the Constitution the Officers of this Corporation shall be a National President, National Vice-President, National Secretary and National Treasurer, who shall be selected from the Elected National Directors; and a National Executive Director and National Commissioner, who shall be appointed by the Elected National Directors.

**Section 10.02: Elected Officers.** The National President, National Vice-President, National Secretary and National Treasurer shall be elected by the majority vote of the Elected National Directors present and voting at each Annual Meeting of the National Board of Directors and shall serve from the day of their election until the day of the next Annual Meeting of the National Board of Directors.

**Section 10.03: Removal; Vacancy.** The National President, National Vice-President, National Secretary and National Treasurer may be removed from office for any reason by the vote of the majority of all the Elected National Directors at any regular meeting of the Board of Directors or at any special meeting called for that purpose and in accordance with the provisions contained in the Constitution. Any vacancy in any of these offices due to death, resignation, removal, disqualification or other reasons shall be filled by the National Board of Directors for the unexpired portion of the term of the office.

**Section 10.04: Other Officers.** The National Executive Director and National Commissioner shall serve as appointed officers of this Corporation, as established in the Constitution.

**Section 10.05: Additional Officers.** This Corporation shall have a National Director of Training and Education and a National Director of Officials and such other officers including without limitation one or more additional Vice Presidents as the National Board of Directors shall determine from time to time. All such Officers of this corporation shall be nominated by the National President and approved by the National Board of Directors at the Annual Meeting of the National Board of Directors. Any one of these Officers may be removed from office by the National Board of Directors at any regular or special meeting in accordance with the provisions contained in the Constitution.

**Section 10.06: National President.** The National President shall be the Chairman of the National Board of Directors and shall have the following responsibilities subject, however, to the control of the National Board of Directors,

- A. Preside at the Annual General Meeting and at all meetings of the National Board of Directors and the National Executive Committee.
- B. Oversee the operation and management of this Corporation.
- C. Insure that all orders and resolutions of the National Board of Directors are carried into effect.
- D. Execute all contracts on behalf of this Corporation.
- E. Appoint all committees and commissions of this Corporation, subject to the approval of the National Board of Directors.
- F. Serve as an interim replacement, or appoint an interim replacement with the approval of the National Board of Directors, for the National Executive Director in the event of the inability of the National Executive Director to perform because of illness or other reasons.
- G. Serve as an ex officio member of all committees.
- H. Perform the general powers and duties usually vested in the office of the President of a non-profit organization.
- I. Render the President's Annual Report covering the activities of this Corporation for the twelve months preceding the date of the Annual General Meeting to the Administrative Members at each such meeting.
- J. Exercise such other powers and duties as may be prescribed by the Constitution and By-Laws or the National Board of Directors.

**Section 10.07: National Vice-President.** The National Vice-President of this Corporation shall have the following responsibilities and duties:

- A. Shall assist the National President and the National Executive Director in the performance of their duties and shall perform such other duties as may be assigned from time to time by the National President or the National Board of Directors.
- B. Shall have the powers and shall exercise the duties of the President whenever the President, by reason of illness or other disability or absence, is unable to act.
- C. To maintain an oversight of the committee structure and progress of each committee, and to report regularly on these matters to the National President and the National Executive Director.

**Section 10.08: National Secretary.** The National Secretary of this Corporation shall have the following responsibilities and duties:

- A. Shall be the custodian of and shall maintain the books and records of this Corporation and shall be the recorder of this Corporation's formal actions and transactions.
- B. To record or see to the proper recording of the Minutes and transactions of all meetings of the Administrative Members and the National Board of Directors, and to maintain separate Minute Books at the principal office of this Corporation or such other place as the National Board of Directors may order of all such meetings.
- C. Maintain at the National Headquarters a current list of all Administrative and Participating Members of this Corporation.
- D. To maintain at the principal office of this Corporation for inspection or distribution the Constitution, the By-Laws, the Policy Decisions of the Board, the Organizational Rules, and the Playing Rules of this Corporation.
- E. To serve all notices of this Corporation required by law, the Constitution or these By-Laws.
- F. Maintain at the principal office of this Corporation a record of all correspondence sent by or received by this Corporation.
- G. To render a report at each Annual General Meeting on the total membership of this Corporation.
- H. To perform such other duties as may be assigned from time to time by the National Board of Directors or the National President.
- I. To have such other powers, duties and authorities as may be set forth and prescribed by the National Board of Directors or the National President from time to time.

**Section 10.09: National Treasurer.** The National Treasurer of this Corporation shall have the following responsibilities and duties:

- A. To keep and maintain open to inspection by any Director at all reasonable times the full, adequate, and correct accounts of receipts and disbursements of this Corporation.
- B. To have the care and custody of the funds of this Corporation and deposit the same in the name and to the credit of this Corporation such depositaries as the National Board of Directors may designate.
- C. To insure that all checks, drafts, notes and orders for the payment of money, as required in the business of this Corporation, are properly drafted.
- D. To provide a financial report in writing to the National Board of Directors at each of its meetings.
- E. To provide a financial report on an annual basis at the Annual General Meeting.
- F. To prepare a budget for this Corporation for each of its fiscal years.
- G. To serve as the Chair of the Finance Committee.
- H. To have such other powers, duties and authorities as may be set forth and prescribed by the National Board of Directors or the National President from time to time.



**Section 10.10: National Executive Director.** The National Executive Director shall assist the National President in the performance of his/her duties and will specifically:

- A. Serve as the Chief Operating Officer of the Corporation by directing, administering, and coordinating the activities of the Corporation in accordance with the policies, goals, and objectives established by the National President and/or the National Board of Directors.
- B. With the written approval of the National President, execute all deeds, bonds, mortgages, contracts and other legal instruments for and on behalf of this Corporation.
- C. Supervise operations of the Corporation's National Office.
- D. Hire, supervise, and direct designated employees of the Corporation and have the power to delegate responsibilities.
- E. Keep adequate and proper records of financial and other activities of the Corporation.
- F. Serve as an interim replacement for the National Commissioner in the event of the inability of the Commissioner to perform because of illness or other reasons.
- G. Supervise matters relating to the expansion of the Corporation.
- H. Be responsible for paying all obligations of this Corporation in cooperation with the Treasurer, and as provided by the National Board of Directors. The National Executive Director shall be an authorized signer of checks on behalf of this Corporation within whatever limits may be set by the National Board of Directors, or elsewhere within these By-Laws.
- I. Make quarterly reports to the National Board of Directors summarizing staff and fiscal activity, and shall annually provide detailed reports to the National Board of Directors of his/her activities and all matters within his/her knowledge that may affect the Corporation.
- J. Serve as a member of the Nominating and Volunteer Screening Committee.
- K. Perform such other duties as may be assigned from time to time by the National President.

**Section 10.11: National Commissioner.** The National Commissioner shall assist the National President and the National Executive Director in the performance of their duties as may be assigned from time to time by the National Board of Directors or the National President.

**Section 10.12 National Director of Training and Education.** The National Director of Training and Education shall have the following duties and responsibilities:

- A. Preside as the Chair of the Training and Education Committee (SAYTEC).
- B. Provide support and assistance to the Director of Coaching with regard to developing and implementing the SAY mission and philosophy into the coaching program.
- C. Perform such other duties as may be assigned from time to time by the National Board of Directors or the National President.

**Section 10.13: National Director of Officials.** The National Director of Officials of SAY shall have the following duties and responsibilities:

- A. To preside as Chair of the SAY National Referee and Rules Committee (SNRRC).
- B. To provide for the form of, arrange for, schedule and/or give clinics and training programs when needed.
- C. To perform such other duties as may be assigned from time to time by the National Board of Directors or the National President.

## ARTICLE ELEVEN

### INDEMNIFICATION

**Section 11.01: Indemnification.** This Corporation shall to the maximum extent permitted by law indemnify each member of its National Board of Directors and its National Officers and any other key employees against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was acting as an agent of this Corporation and shall advance to such persons' expenses incurred in defending any such proceeding to the maximum extent permitted by the law.

## ARTICLE TWELVE

### CONFLICT/DUALITY OF INTEREST

**Section 12.01: Conflict/Duality of Interest.** A Director or Officer may deal with the Corporation as a vendor, purchaser, employee, agent or otherwise, and no contract or transaction shall be voidable or in any way affected for the reason that it is between the Corporation and any other organization in which one of its Directors or Officers is a director, trustee, partner, or officer, or has a financial or personal interest, or for the reason that an interested Director or Officer participates in or votes at the meeting of Directors or Officers or a Committee thereof which authorizes such contract or transaction, if:

- (a) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or known to the Directors or Officers or a Committee thereof and the Directors or Officers or a Committee thereof, in good faith reasonably justified by such facts, authorize or ratify the contract or transaction by the affirmative vote of a majority of the disinterested Directors or Officers, even though the disinterested Directors or Officers constitute less than a quorum;
- (b) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or known to the Voting Members and the contract or transaction is specifically approved at a meeting of the Voting Members held for the purpose of voting on the contract or transaction by the affirmative vote of a majority of the Voting Members who are not interested in the contract or transaction; or
- (c) the contract or transaction is fair as to the Corporation at the time it is authorized or approved or ratified by the Directors or Officers, or a Committee thereof.

A Director or Officer is not an interested Director or Officer solely because the subject of a contract or transaction may involve a change in control of the Corporation or his or her continuation in office as a Director or Officer of the Corporation. Without limiting or qualifying the foregoing, if in any judicial or other proceeding, the question of whether a Director or Officer of the Corporation or the Corporation acting through its Directors or Officers has acted in good faith is material, then notwithstanding any statute or rule of law or equity to the contrary (if any there be), his, her or its good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

For purposes of this Section, an "action" means a resolution that is adopted by the Directors or Officers or a Committee thereof. Also, for purposes of this Section, common or interested Directors and Officers may be counted in determining the presence of a quorum at a meeting of the Directors or Officers or Committee thereof which authorizes or ratifies the contract or transaction.

## ARTICLE THIRTEEN

## **SAYAREAS**

**Section 13.01: Application Process.** Any person, group of persons or non-profit Corporation desiring to affiliate with SAY shall submit a written application to the National Board of Directors on a form provided by SAY which form shall require the applicant to certify that it has reviewed the Constitution, the By-Laws, the Policies of the National Board of Directors and the Organizational Rules and Playing Rules of SAY and that it agrees with and shall comply with the same and that it shall submit to SAY upon approval of its application a registration fee for each one of its playing members or teams.

**Section 13.02: Approval.** Every application for affiliation with SAY shall be approved by the National Board of Directors at the meeting next following the submission of the application provided, however, that in the event immediate action is required on the application before the next meeting of the National Board of Directors, then the Executive Committee may approve the application provided further that in such instance the application shall be submitted to the next meeting of the Board and may be disapproved by a majority of the Board.

**Section 13.03: Fees.** Each SAYArea shall remit a membership fee to this Corporation for each playing member in the SAYArea in such amounts as shall be determined by the National Board of Directors.

## **ARTICLE FOURTEEN**

### **AMENDMENT**

These By-Laws may be amended by a 2/3 majority of all Directors currently serving on the National Board of Directors at any of its meetings.

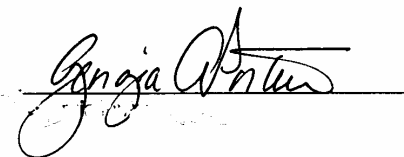
## **ARTICLE FIFTEEN**

### **EFFECTIVE DATE; REPEALER**

These By-Laws are an amendment in their entirety of all prior enacted By-Laws of this Corporation and upon adoption; all of those prior By-Laws are repealed. These By-Laws shall be effective upon the affirmative vote of a majority of the members of the National Board of Directors present and voting at the meeting at which they are presented.

**ADOPTED BY THE NATIONAL BOARD OF DIRECTORS OF SAY ON NOVEMBER 13, 2004.**

(Last amended March 26, 2004)

A handwritten signature in black ink, appearing to read "Georgia Porter", is written over a horizontal line.

By:

**Georgia Porter, Secretary**