

CONSTITUTION

DAYTON AREA SOCCER OFFICIALS ASSOCIATION – OHIO SOUTH

AS AMMENDED FEBRUARY 24, 2024

ARTICLE I

NAME, LOCATION, INCORPORATION, DURATION

Section 1: Name and Location

The Name of the organization shall be the Dayton Area Soccer Officials Association – Ohio South, hereafter alternatively referred to as DASOA. This organization shall be affiliated with the Ohio High School Athletic Association (OHSAA). The principal office of the corporation shall be in Montgomery County, Ohio.

Section 2: Incorporation

This corporation was incorporated on the 12th day of December 1984 as a nonprofit corporation under Section 1702.01 et seq., Revised Code of Ohio. The corporation's Articles of Incorporation are required on Roll 5430 at Frame 1589 at the Records of Incorporation and Miscellaneous Filings, Certificate No. F05430-1587, Secretary of State of Ohio, Columbus, Ohio.

Section 3: Duration

The death, removal, or resignation of any of this corporation shall not result in the dissolution of the corporation.

ARTICLE II

PURPOSES

Section 1: The purposes of this Association are:

- (a) To improve and promote the proficiency of soccer officials;
- (b) To promote and maintain the highest degree of soccer officiating by following a standard set of mechanics, consistent interpretation and administration of the rule of soccer as defined by affiliated organizations;
- (c) To provide trained, certified and capable officials;
- (d) To cooperate with organizations and institutions officially related to the game of soccer and furthering its interest and ideas.

Section 2: Nonprofit Corporation

This organization is not organized for the pecuniary profit of or shall any part of its net earnings or any part hereof, be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Article, Section I above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation. Provided, however, that the payment of reasonable compensation for services rendered and the distribution of assets on dissolution as permitted by Section 1702.49 of the revised Code (winding up powers and duties of trustees) not be deemed pecuniary gain or profit or distribution of earnings.

ARTICLE III

ALL POWER CLAUSE

This corporation shall have the power to do any lawful acts or things reasonably necessary or desirable for carrying out the interests of its members in connection therein.

ARTICLE IV

MEMBERSHIP

Section 1: Qualifications for Membership

Membership shall consist of those persons who meet the requirements and qualifications as provided hereinafter. All applications shall be of good moral character and of good reputation in the community.

Section 2: Categories of Membership

There shall be four categories of membership: Active, Associate, Life and Honorary.

- (a) Active Membership. Any member who is a soccer referee of an affiliated organization, who is at least 18 years old, and who is not delinquent in payment of dues shall be considered an active member. Only active members shall be allowed to vote on any issues submitted to the general membership.
- (b) Associate Membership. Any member not delinquent in payment of dues who does meet the requirements of active membership shall be considered an associate member. Associate members shall have no voting rights in this organization and may not hold office. Associate members shall be automatically upgraded to active status upon meeting the requirements of active membership.
- (c) Life Members. Life membership may be awarded to those persons who are or have been active members of this association and who have distinguished themselves in the interest of soccer. Life membership shall be approved by a majority of the Executive Board. They shall have full benefits and shall enjoy all rights and privileges of active membership. They shall pay no dues.
- (d) Honorary Membership. Honorary membership may be bestowed by a majority vote of the Executive Board on those persons who have distinguished themselves in the interest of soccer. They shall not have the right to vote or hold office and shall not pay dues.

Section 3: Disposition of Applications.

All applications for membership shall be the Executive Board for acceptance or rejection as members of the Association. The Executive Board shall inform the membership at the next regular membership meeting of the disposition of all applications received. If an application is rejected by the Executive Board, all dues shall be returned immediately to the applicant.

Section 4: Dues and payments.

- (a) There shall be annual dues established by the Executive Board and documented in the Rules and Procedures. Payment of dues must be received on or before (March 1). Dues received after (March 1) are subject to a late fee assessment as determined by the Executive Board and documented in the Rules and Procedures.
- (b) Associate members dues shall be one half of active members dues. There shall be annual dues established by the Executive Board.

Section 5: Rights and Duties of Member.

Each active member shall have the same rights, privileges and duties. Each active member shall be entitled to vote on each matter properly submitted to the active membership for a vote, consent, wavier, release or other action. An active member shall be given the privilege to vote by mail in accordance with the provisions of absentee voting. There shall be no voting by proxy. Each member shall comply with the provisions of the Constitution. An Audit of the associations financial records shall be done, when requested by petition signed by ten percent (10%) of the active members.

Section 6: Membership Meeting, Place, Notice.

- (a) There shall be an annual general membership meeting, at the time and place to be determined by the Executive Board and/or by the membership. Notice of the time and place of the annual meeting shall be given to each member by an acceptable method of communication at least 10 days before the meeting.
- (b) Special membership meetings may be called by the Executive Board or by petition signed by ten percent (10%) of the active membership.

Section 7: Affiliation Meetings/Requirements.

- (a) Attendance requirements for high school rules interpretation meetings shall be established by OHSAA.

Section 8: Adjournment.

Notice of adjournment of a meeting need not be given if the time and place to which it is adjournment is fixed and announced as such meeting.

Section 9: Quorum.

- (a) A quorum for any membership meeting shall consist of ten percent (10%) of the total active membership.
- (b) The affirmation vote of a majority of the members at a meeting at which a quorum is present shall be necessary for the authorization or the taking of any action voted upon by the members. In the event a member sustains from voting, such abstaining member shall not be counted as part of the total votes cast.

Section 10: Method of Voting.

Voting at any membership meeting may be by voice, show of hands, by standing or balloting. The chair shall establish the method of voting, unless the active membership so instructs the chair on the total votes cast.

Section 11: Vote required for Rescission.

The authorization or taking of any action by vote, consent, waiver, or release of the members may be rescinded or revoked by the same vote, consent, waiver or release as at the time of rescission or revocation would be required to authorize or take such action as in the first instant, subject to the contract rights of other persons.

Section 12: Special Meeting.

- (a) Should any matter require special attention, a special meeting may be called by the President or by at least three (3) members of the Executive Board or by a least twenty-five (25%) of the active membership who submit such request in writing to the President or to the Executive Board. Such written request shall be in writing to the President or the Executive Board. Such written request shall state the purpose of the special meeting and no other business shall be transacted.
- (b) Written notice of said special meeting shall be given at least five (5) days before said meeting convenes. Such written notice shall contain the purpose, time, place, and date of the special membership meeting. Electronic notice utilizing the member e-mail on file to notify the member of the special meeting. The Secretary and/or the President, Executive Board, or the person calling for such special meeting, may issue said notice to the members.

Section 13: Resignation.

Any member may resign at any time, but such resignation shall not be effective until all indebtedness to the Association is discharged.

ARTICLE V

ASSOCIATION OFFICES

Section 1: Composition.

- (a) The Officers of the Association shall be President, Vice President, Secretary, Director of Assessment/ Development and Treasure. All officers shall be elected by the membership.

Section 1: Composition Cont.

- (b) There shall be two (2) Trustees of the Association, who shall be elected by the membership, these representatives shall be members of the Association.
- (c) The Executive Board shall consist of the following: President, Vice President, Secretary, Treasure, Director of Assessment/Development and the two (2) Trustees. No person shall occupy more than one position on the Executive Board.

Section 2: Tenure of Officers and Trustees.

- (a) Each Elected officer shall serve for a period of two (2) years. Elected Officers shall be limited to two (2) successive terms in the same office.
- (b) The term of office of the elected trustees shall be (2) years. Vacancies shall be filled by appointment of the Executive Board until the next scheduled election by the membership. Elected replacements will serve out the uncompleted term of the predecessor. Elected Trustees shall be limited to two (2) successive terms.

Section 3: Compensation.

There shall be no compensation for any member of the Executive Board.

Section 4: President.

- (a) is highest ranking officer of the Association.
- (b) Shall enforce all provisions of the Constitution.
- (c) Shall appoint all committees and chairpersons not otherwise provide, with concurrence of the Executive Board.
- (d) Shall be ex-officio at committees and chairpersons not otherwise provided. Shall preside at all Association meetings, including membership meeting, board meetings, and shall perform the duties pertaining to the office of President.
- (e) May sign all checks of the Association, in absence of the Treasure.
- (f) Shall be entitled to vote at any meeting of the Association, including board meetings.
- (g) Shall act to the best of their ability in furthering the interest of the Association.

Section 5: Vice President.

- (a) In the event of the absence of the President from any meeting, including board meetings and membership meetings, the Vice President shall act as the President and shall have all the duties, responsibilities and powers of the President while so acting as President.
- (b) Shall aid the President when requested by the President.
- (c) Shall Preside over the Referees Ethics Committee.

Section 6: Secretary.

- (a) Shall keep minutes and records of all meetings, membership meetings and board meetings.
- (b) Shall issue all notices and summons for all meetings as provided by the constitution and as requested by the President, the Executive Board and members whenever provided for in this Constitution.
- (c) Shall read all documents and correspondence at the proper meetings and preserve the same.
- (d) Shall answer all correspondence of the Association as directed by the President of the Executive Board.
- (e) Shall keep a correct account of all members with full names and addresses and shall prepare an annual membership list of all members.
- (f) Shall perform all duties pertaining to the office of Secretary and the duties and directions given by the President.
- (g) Shall accept the certificate of election return form the election committee and enter the same upon the minutes of the meeting.
- (h) Shall be the liaison with OHSAA as it pertains to soccer. Attend their meetings as a representative of DASOA and report back as necessary to the Executive Board and membership.

Section 7: Treasure.

- (a) Shall be and is custodian of the funds of the Association.
- (b) Shall have full charge of collection of all dues, fees and other revenues of the Association and issue receipts for the same.
- (c) Shall record in proper books of accounting all income and disbursements of the Association and prepare financial reports and statements.

Section 7: Treasure Cont.

- (d) Shall immediately deposit all Association monies in a bank or banks or other depositories as approved by the Board and/or the membership and in the name of the Association.
- (e) Shall render an itemized report of all income and expenses at each membership meeting.
- (f) Shall sign all checks of the Association.
- (g) Shall disburse funds as directed by the Executive Board.
- (h) Shall submit an annual financial statement to the Board for examination and approval.

Section 8: Trustees.

By request of a majority of the Trustees a review or audit of the association's financial records shall be done at any time deemed necessary.

Section 9: Financial Signature Authority/Bonding.

All officers of the association with authority to dispense association's funds shall be bonded in an amount equal to the anticipated total assets of the Association.

Section 10: Director of Assessment/Development.

- (a) Shall implement a program on an annual basis for the development and certification of Referees in OSHAA.
- (b) Shall develop and maintain a program for the assessment and development of high school officials.
- (c) Shall monitor a program for the evaluation for ten percent (10%) of the high school referees on an annual basis.
- (d) Shall make the necessary arrangements for office requesting evaluation or uprating.

ARTICLE VI

NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES

Section 1: Nomination Procedures.

- (a) Nomination and election of President, Vice President, Secretary, Treasure, Director of Assessment/Development and two elected Trustees shall be as follows:
 - (1) No member shall be nominated unless (i) present at the meeting when nominations are held and signifies willingness to accept such nomination; or (ii) if not present at such meeting, submitted a written acceptance to be in placed in nomination for such office; or (iii) to be placed in nomination by the nomination election committee.
 - (2) Nomination and election shall be held at the first regular membership meeting each year no later than 1 March. Nominations shall be from the floor and also from the nomination election committee. A nominee can withdraw candidacy at any time
- (b) The election shall be conducted by written ballot at said meeting. The name of the candidates for each office shall be listed in alphabetical order on the ballot. The candidates receiving the greatest number of market valid ballots cast shall be elected.
- (c) In the event of a tie, a runoff election shall be held immediately. If a member, including the candidate, is not present at the time of said runoff election, the runoff shall proceed with prejudice to the rights of such member, including the candidate, who is not present for such runoff election and without prejudice to the runoff candidate who is present and such runoff shall be valid and final.
- (d) Absentee balloting shall be allowed according to the following procedure. A voting member shall fill out the appropriate request for absentee ballot and shall mail to the election committee, which shall arrive no later than the date of the meeting at which the election shall take place. The election committee shall approve the request for absentee ballot and shall mail a ballot to the voting member requesting same which shall be returned to the election committee no later than seven (7) days from the date of the meeting at which the election took place. The committee shall then count the absentee ballots and shall follow the procedure set forth herein.
- (f) Each candidate may appoint one active member who is not a candidate for any office to observe and be present when the ballots are counted, including the absentee ballots.

Section 1: Nomination Procedure Cont.

- (g) Written notice of the time, place and date of the nomination and election shall be given to each member in accordance with Article IV, Section 6.
- (h) Immediately after the election in the event there are no requests for absentee ballots, or the counting of such absentee ballots will not affect the outcome of the election, or within fourteen (14) days of the date when the election takes place if there are absentee ballots which may affect the outcome of the election, the chairperson of the nomination election committee shall complete the election return from prescribed by the Executive Board and submit the same to Secretary. which report shall be entered upon the minutes of the meeting.

Section 2: Installation.

The newly elected officers and trustees shall assume their responsibilities for their newly elected position at the conclusion of the meeting.

Section 3: Vacancy in Office.

Whenever a vacancy occurs in the office of President, Vice President, Secretary, Treasure, Director of Assessment /Development, and the elected Trustees the un-expired term shall be filled by the Executive Board.

Section 4: Delivery of Property to Successor.

Each Executive Board member at the expiration of the term of office shall deliver to successor all books, documents, equipment, assets and other property in possession belonging to the Association and shall not be relieved from such obligation until such deliverance has been completed.

Section 5: Meeting of the Executive Board.

- (a) Meeting of the Executive Board may be called by the President, or by written request of at least five (5) members of the Executive Board, or by at least twenty-five (25%) of the active membership who submit such request in writing to the President or to the Executive Board.
- (b) Notice of the time and place of each meeting of the Executive Board shall be given to each Executive Board member at least five (5) days prior to the meeting, which notice need not specify the purpose of the meeting. Such notice may be by any acceptable method of communication. The secretary and/or the aforesaid requesting Board members may issue such notice to the Executive Board members.
- (c) Notice of the time, place and purpose of any meeting of the Executive Board may be waived in writing, either before or after the holding of such meeting and which writing shall be filled with and entered upon the records of the meeting.
- (d) Notice of adjournment of the meeting need not be given if the time and place to which it is adjourned is fixed and announced at such meeting.
- (e) Any authorization or action may be taken by the Executive Board without a meeting with the affirmative vote or approval of in writing signed by a quorum. Any such writing shall be entered upon the records of the Executive Board.
- (f) A quorum of the executive Board shall consist of five (5) Board members which shall be three (3) out of the total of the five elected officers and one (1) out of the two (2) elected trustees. The affirmation votes of a majority of Board members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted by the Executive Board.
- (g) The President shall be entitled to vote at a meeting of the Executive Board and shall have the deciding vote in case of a tie on any issue that is being voted on at the meeting.
- (h) Only the five (5) officers and the two (2) Trustees have a vote, can make motions or second motions at Executive Board meetings.

Section 6: Authority and Power of the Executive Board.

Unless otherwise provided in the Constitution, the management and government of the affairs of the Association shall be vested in the Executive Board. All such actions shall be reported at the next regular membership meeting.

ARTICLE VII
COMPENSATION

No Executive Board member shall be paid any compensation whatsoever for acting and performing duties as such Board Member.

ARTICLE VIII
NOMINATION AND ELECTION COMMITTEE

Section 1: Composition.

The nomination and election committee shall be one committee appointed by the President not less than thirty (30) days prior to the election. Consisting of a minimum of two (2) active members one of which will be appointed as chairperson by the President.

Section 2: Duties.

- (a) To present qualifies nominees for candidacy for elective positions when nominations are held.
- (b) To prepare, conduct and supervise the election of officers and trustees.
- (c) To verify the eligibility of each candidate.
- (d) To prepare a written ballot of all candidate listed in alphabetical order for each office.
- (e) To distribute the ballots to member entitled to vote, to conduct a secret election, to mail absentee ballots, to count the ballots only after the balloting has been completed and count only properly marked valid ballots.
- (f) To announce and post the results of the election after all votes are tabulated.

ARTICLE VIII
NOMINATION AND ELECTION COMMITTEE

Section 3: Certification of Election.

Each member of the committee shall sign a statement verifying the results of the election when certification shall be submitted to the Secretary to be entered into the minutes of the meeting.

Section 4: Disposition of the Ballots.

The ballots may be disposed of after the adjournment of the meeting and is not mandatory that the ballots be preserved.

Section 5: Eligibility of the Committee.

The member of the nomination election committee shall be eligible to be nominated by the nomination election committee.

Section 6: Finality.

Matter pertaining to the election as set forth in this constitution shall be the responsibility of the committee and its decision on all matters is final unless otherwise overruled by the membership at such election meeting.

ARTICLE IX
COMPLAINT PROCEDURE

A complaint procedure is hereby established for filing a complaint. Any member, including any Executive Board member, or any nonmember may file a complaint against a member, including any executive Board member.

Section 1: The Complaint – Contents.

- (a) The complaint shall be in and shall state the alleged violation of the Constitution of the Association, or of Rule of Procedure, or of generally accepted referee's ethics and practices. It shall contain a statement of fact constituting the alleged violation in ordinary and concise language, the name and address of the complaint and signed by the complaint who shall hereafter referred to as the complaint. The member against whom a complaint is filed shall be referred to as respondent. The complaint shall be delivered to an officer or member of the board of trustees.
- (b) The complaint shall be filed no later than six (6) months from the date of the alleged offense or no later than six (6) months from the date the alleged otherwise offense became known.
- (c) Upon receipt of complaint the officer or trustee shall within seven (7) days provide the Secretary the complaint. The Secretary within fourteen (14) days will provide copies to the President and Vice President and shall provide written notice of receipt of the complaint to the complainant.

Section 2: Review Jurisdiction.

Within fourteen (14) days of notice from the Secretary, the President and Vice President shall determine if the complaint requires action by, the President and Vice President, the Referees' Ethics Committee, or the Executive Board. If no agreement is reached, jurisdiction shall be decided by the Executive Board. Complaints received that pertain to the President or Vice President shall be referred to the Executive Board.

ARTICLE IX
COMPLAINT PROCEDURE

Section 3: Review by the Referees' Ethics Committee.

The Referees' Ethic Committee shall investigate and ascertain the facts of the complaint. Findings and recommended action shall be presented to the Executive Board for decision at the next regular or special Executive Board meeting after forty-five (45) days of receipt by the committee.

Section 4: Review by the Executive Board.

- (a) The executive board shall, within forty-five (45) days of receipt, investigation and ascertain the facts of a complaint pertaining to the President of Vice President. The executive Board shall review the findings of the Referees' Ethics Committee. A decision of the validity of the complaint and the penalty to be imposed shall be rendered. The respondent shall be notified of (a) the decision and (b) the penalty to be imposed (if found guilty of the alleged violation) by return receipt registered mail. If the respondent does not accept either the decision or penalty, he may request a formal hearing as provided in this Article Section.
- (b) The respondent shall make his request for a hearing to the Association Secretary by certified mail with fourteen (14) days of receipt of the notification of the Executive Boards decision and penalty imposed.
- (c) The respondent may file an answer to the complaint, but such an answer is not mandatory. If an answer is filed, it must be filed within seven (7) days, after receipt of the complaint by the respondent.

Section 5: The Hearing.

- (a) The hearing shall be held within thirty (30) days or a reasonable period of time as agreed to by both parties after the request for hearing as received by the Associations Secretary.

Section 5: The Hearing. Cont.

- (b) The Executive Board shall hear all such complaints. All parties shall be notified in writing by the Executive Board of the time and place of the hearing. All testimony, evidence, witness and arguments shall be presents at the hearing. The complainant and respondent shall be present at the hearing and may be represented by attorney at law authorized to practice law in the State of Ohio and at such party's own expense. Each party and Executive Board shall be permitted to ask questions of the other party and to ask questions of witnesses who testify. Any party may call witnesses to testify at the hearing at such party's expense. All parties and witnesses who testify at the hearing shall be under oath of affirmation.
- (c) The entire proceedings are not a court of record. However, the record need not be transcribed unless a party and/or the Executive Board requests be made. The party requesting that the record be transcribed onto writing shall pay the cost of transcribing the record prior to the transcription, excepting, however that if the Executive Board orders that the record be transcribed, such expenses shall be taxed as part of the proceedings.
- (d) The hearing shall be open to all elected or Constitutionally appointed members of the Executive Board but shall not be open to general membership of the Association or the general public.
- (e) The hearing shall be conducted by the Executive Board and the President shall be present at the hearing. The Vice President will preside when the President is the respondent. The secretary will reside when both the President and Vice President are respondents.

Section 6: Costs and Expenses.

All costs and expenses of the hearing, excluding any attorney expenses of any party, shall be considered and taxed as part of the proceedings.

Section 7: Decision and Enforceability.

- (a) Within thirty (30) days after the conclusion of the hearing or within a reasonable time thereafter, the Executive Board shall render a written decision and copy served upon the complainant and respondent and all interested parties.
- (b) The orders, findings and decision of the Executive Board shall be carried out and followed by the parties against whom such decision is rendered. The decision and all orders of the Executive Board shall be considered as law of the Association and thus enforceable and effective as part of the Constitution.

Section 8: Authorization and Power of the Executive Board.

The Executive Board shall exercise the judicial powers of the Association as set forth in this Article. The Executive Board shall have the following power and authority:

- (a) To interpret the Constitution and Rules and Procedures of the Association but not to declare void or unconstitutional any part or parts of the Constitution or Rules and Procedures in rendering the decision.
- (b) To review/hear all such complaints.
- (c) To make a record of the proceedings by mechanical devices and/or stenographer, all of which shall be an expense of the proceedings.
- (d) To find the complaint guilty of alleged offense.
- (e) To order and take appropriate action in accordance with the nature of the offense if found guilty.
- (f) To expel a member, including Executive Board member, from the Association.

Section 9: Authority and Power of the referees' Ethics Committee.

The Referees' Ethics Committee shall have the power and authority:

- (a) To hear review complaints referred to this committee by the Executive Board.
- (b) To report findings and recommended action to the Executive Board.

Section 10: Conflict of Interest.

Whenever a complaint is filed against a member of the Executive Board or the Referees' Ethics Committee and such a member of the Executive Board or the Referees' Ethics Committee has an interest in the outcome of the case, or is party to the action, or is related to any of the parties to the action. Or may be called as a witness in the case, then such member shall be disqualified in hearing the case.

ARTICLE X

REFEREES' ETHIC COMMITTEE

Section 1: Composition.

The Referees' Ethics Committee shall be a standing committee appointed by the President consisting of no less than three (3) active members including the Vice President who shall act as Chairperson. Appointed members (excluding the Vice President) shall be reaffirmed annually.

Section 2: Duties.

The duties of this committee are:

- (a) To hear/review complaints referred to this committee by the President or the Executive Board.
- (b) To investigate/ascertain facts of complaints.
- (c) To report findings and recommended action to the Executive Board.
- (d) To prepare (if so chooses) ethical standards for adoption by the Association.

ARTICLE XI

RESPONSIBILITIES FOR ASSIGNED GAMES

Section 1: Failure to Report.

Failure to report at assigned games without notification given to the assignor shall be reviewed by the referees' Ethic Committee with recommendations presented to the Executive Board. The timelines of the notification and method will be determined by the Executive Board and communicated to all members of the Association.

ARTICLE XII

COMMITTEES

All standing and/or special committees and chairpersons necessary to promote the purpose and conduct the business of the Association shall be appointed by the President unless otherwise so provided. Such aforesaid committees shall have such authority as may be conferred upon such committee by the creating authority.

ARTICLE XIII

RECORDS

All records of the Association shall be kept in accordance with Federal guidelines for Non-Profit Organizations. Such records include, but are not limited to dues, revenues, documents, reports, membership lists, correspondence, minutes of meetings, etc. The Constitution and Articles of Incorporation shall be permanently preserved.

ARTICLE XIV

ACCOUNTING YEAR

The fiscal year shall be from January 1 until December 31.

ARTICLE XV

DISSOLUTION

Upon dissolution of the Association, the Trustees shall, after paying or meeting provision for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organizations or organizations as such Court shall determine which are organized and operated for such purposes.

ARTICLE XVI

DISCRIMINATION

There shall be no discrimination against any member or person on account of race, color, religion, age, sex, or national origin.

ARTICLE XVII

AMENDING CONSTITUTION

This Constitution shall not be amended or added to except by presentation of said amendment or addition in writing and bearing to signature of at least ten (10) active members at a regular or special membership meeting and passed by two thirds (2/3) vote of valid marked votes cast. Voting shall be written balloting, in counting the ballots, only the ballots cast shall be counted. In the event a member abstains from balloting, such abstaining member shall not be counted as a vote. For purposes of amending the Constitution, no provision for absentee ballots shall be made. Amendments to the Constitution will not be presented at the annual general membership meeting or any special membership meeting without ten (10) days prior notice to all members of the Association.

ARTICLE XVIII

RULES AND PROCEDURES

This Constitution contains some of the Rules and Procedures of the Association and those herein are subject to the amendment procedure of Article XVII. However, this Constitution does not contain all the Associations Rules and Procedures said Rules and Procedures are not subject to the amendment process but may be changed from time to time by Executive Board action.

ARTICLE XIX

ADOPTION OF CONSTITUTION

This Constitution shall be in force and effect on and after being passed on, including any amendments, changes and/or additions.

ADOPTED BY MEMBERSHIP on this Constitution by majority vote of the general membership of November 13, 1984. Revised February 24,