

**ARTICLES OF INCORPORATION OF
IDAHO HIGH SCHOOL ACTIVITIES ASSOCIATION, INC.**

The undersigned, acting as incorporators of the corporation under the Idaho Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

I —NAME

The name of the corporation is IDAHO HIGH SCHOOL ACTIVITIES ASSOCIATION, INC.

II —STATUS

This corporation is a nonprofit corporation organized under the Idaho Nonprofit Corporation Act exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

III —DURATION

The period of the duration of this corporation shall be perpetual.

IV —PURPOSES

The purposes for which this corporation is organized are as an educational activities and athletic association to:

- (1) Continue the activities of its unincorporated predecessor, "the Idaho High School Activities Association", and receive all of its assets and assume all of its liabilities;
- (2) Select, foster and govern interschool competitions and activities in athletics, music, speech arts, drill teams and other similarly related school activities for secondary schools within the State of Idaho;
- (3) Encourage, regulate and give direction to wholesome amateur interschool activity and athletic competition between the schools who are members of the corporation;
- (4) Assure that all interschool activity and athletic competitions governed by the corporation shall be subservient to and complementary with the academic and curricular functions of the member schools which are their primary purposes;
- (5) Determine qualifications of individual students, coaches and officials and provide and establish standards of eligibility, competition and sportsmanship;
- (6) Develop, promulgate and make appropriate uniform rules and interpretations governing high school athletic and activities contests and meets and to provide programs and training for the administration thereof;
- (7) Protect the activity and athletic interests of high schools and the student participants;
- (8) Prevent the exploitation of school pupils in the school activities and athletic programs;
- (9) Transact any and all lawful business that corporations may conduct under the Idaho Nonprofit Corporation Act which are consistent with and in furtherance of the educational purposes for which this corporation is organized.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, attempting to influence legislation or participating in political campaigns.

V —REGISTERED OFFICE

The initial registered office of this corporation shall be at 620 North 6th, Boise, Idaho 83702, and the name of its initial registered agent at such address is Richard A. Stickle.

VI —MEMBERSHIP

Section 1. The corporation shall have two classes of members, regular members and associate members, whose qualifications and rights shall be set forth in the By-Laws.

Section 2. Memberships in this corporation shall be subject to dues, fees and assessments to carry on the business of the corporation as determined by the Board of Directors in the manner provided for in the By-Laws.

VII — DIRECTORS

Section 1. The affairs of the corporation shall be managed by a Board of Directors, as provided for in the By-Laws. The number of directors constituting the initial Board of Directors is thirteen (13).

Section 2. The Board of Directors shall, in addition to their other powers, have the power to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws.

Section 3. The names and addresses of the persons who are to serve as the first Board of Directors until the first annual meeting of members or until their successors are elected and qualified as provided for in the By-Laws are:

Gerald E. Diehl	Jerome High School Route 5 Jerome, ID83338	William C. Young	Vallivue High School Route 8, Box 474 Caldwell, Idaho 83605
Benjamin L. Kerfoot	Box 387 Fruitland, ID83619	Alan C. Hale	Minico High School Route 2, Box 348 Rupert, Idaho 83350
Robert H. Leonard	P. O. Box 1389 Sandpoint, ID 83864	Linda D. Elliott	Meridian High School 1900 West Pine Meridian, Idaho 83642
Gerald Currin	Clearwater Valley H.S. P. O. Box 130 Kooskia, ID 83539	Earl R. Marks	3410 Davis Drive Meridian, Idaho 83642
Richard K. Kugler	827 Fort Hall Avenue American Falls, ID 83211	Richard L. Kearns	State Dept. of Education Len B. Jordan Building Boise, Idaho 83720
Thales L. Johnson	P. O. Box 427 Ririe, Idaho 83443	Richard A. Stickle	P.O. Box 1400 Boise, Idaho 83701
Rubylee F. Walker	Blackfoot High School 870 South Fisher Blackfoot, Idaho 83221		

VIII —DISTRIBUTION OF EARNINGS

This corporation is not organized for profit and no part of its earnings shall inure to the benefit of any member or any individual. No member, director, officer or employee of this corporation shall receive, or be lawfully entitled to receive, any profit of any kind from the operation thereof excepting only reasonable compensation for services actually rendered for the corporation in affecting one or more of its authorized purposes.

IX —DISSOLUTION AND LIQUIDATION

Upon dissolution or liquidation of this corporation, all of its remaining assets, after payment of its obligations shall have been made or provided for, shall be transferred and distributed to one or more organizations organized and operated exclusively for educational purposes as shall at that time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or to state or local governments for a public purpose, as the Board of Directors shall determine.

X —INCORPORATORS

The name and street address of each incorporator is as follows:

Gerald E. Diehl

Jerome High School
Route 5
Jerome, Idaho 83338

Benjamin L. Kerfoot

Box 387
Fruitland, Idaho 83619

Richard A. Stickle

620 North 6th
P. O. Box 1400
Boise, Idaho 83701

IN WITNESS WHEREOF, we have hereunto set our hands this 13th day of June, 1983.

Gerald E. Diehl

Benjamin L. Kerfoot

Richard A. Stickle

BY-LAWS

The superintendents of the secondary schools of Idaho having many years ago recognized the need for a voluntary association of schools to plan, organize and regulate a wholesome and amateur program of interschool activities and athletic competition in which member schools of such association would participate, and to that end having organized such voluntary association known as the Idaho High School Activities Association, which has for many years functioned and been operated as such and which association now having been incorporated under the Idaho Nonprofit Corporation Act, the Board of Directors of said Corporation hereby establish the following as the By-Laws of Idaho High School Activities Association, Inc.

ARTICLE I. MEMBERSHIP

Section 1. A. Regular Members. Any public or private school within the State of Idaho that meets the accrediting standards of secondary schools as required by the State Board of Education and facility and program requirements for interscholastic competition as outlined by the IHSAA Board of Directors is eligible to become a regular member of the corporation. In order to become a regular member of the corporation, schools must a) serve as an associate member for two years, or b) request permission to apply for direct regular membership from the IHSAA Board. Application for membership by schools in the State must be approved by a two-thirds vote of the Board of Directors as a Final Reading at the January IHSAA Board of Directors meeting the school year prior to membership.

All applicants for regular membership in the IHSAA must meet the following facility and program requirements.

1. Facility Requirements
 - a. Demonstrate the ability to host competition and provide a safe and appropriate environment for those activities the school chooses to sponsor.
 - b. Demonstrate the ability to meet the following field and gym conditions:
 1. Meets National Federation field/court specifications (ex. – size, length, ceiling height)
 2. Playing surface – safe and adequately maintained, properly marked
 3. Crowd control capabilities – (Security barrier)
 - c. Demonstrate the ability to meet the following facility amenities:
 1. Adequate spectator seating/viewing area
 2. Available restrooms
 3. Score boards – public address system when needed
 4. Crowd control management
 5. Adequate locker room for visiting teams
 6. Adequate team areas – (sideline benches, etc.)
 7. Adequate parking for visiting team buses and spectators
2. Program Requirements
 - a. Schools seeking membership in the IHSAA that are established for the purpose of selecting students on the basis of skills and technique in an IHSAA-sponsored activity would be ineligible to compete against member schools in that activity.
 - b. Associate Members. Schools not meeting the State Board of Education accreditation standards, or are in the candidacy stage of accreditation, are eligible to become associate members of the corporation. An associate member shall have the same privileges as a regular member except that it shall have no right to vote, shall not be entitled to participate in district or state tournaments, and shall not be entitled to championship awards.
 - c. With the payment of annual membership dues to the corporation, both classes of members agree to subscribe to the by-laws, rules and regulations promulgated by the corporation.

B. The procedure for out-of-state schools requesting regular membership in the IHSAA is as follows:

1. Schools will send a letter to the IHSAA requesting membership.
2. The IHSAA will notify the appropriate state association of the request.
3. The IHSAA Board of Directors will approve or deny moving forward with the request.
4. The IHSAA will notify the District Board of Control who will initiate the formal application process in conjunction with the school.
5. The District Board of Control will submit the signed application to the IHSAA along with a recommendation by the district.
6. The IHSAA Board of Directors will approve or deny the request for membership of the school.

Section 2. Dues. The annual dues shall be fixed by the Board of Directors and are payable to the corporation on or before October 1 for regular members. Associate member dues are payable to the corporation before the starting practice date of the sport or activity in which they are requesting to compete. A school in arrears for dues, fines or assessments shall not be eligible to compete in any interscholastic contest held under the rules of the corporation, and shall not receive credit toward championship honors for games or contests won or lost during the period of ineligibility. If any game or contest is played it shall be declared "no game or contest" in competition for championship honors. Any school in violation of this section may be suspended by the Board of Directors.

Section 3. Evidence of Membership. The Executive Director of the corporation shall maintain a roster each year of the member schools of the corporation that shall evidence the membership rights of a member school.

ARTICLE II.

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of this Corporation shall be held at the place and time determined by the Board of Directors. At least 10 days prior to the date of each annual meeting of members, a notice in writing setting forth the date, hour and place of the meeting shall be mailed to each member school by the Executive Director.

Section 2. Special Meeting. Special meetings of the members of the Corporation may be called at any time by the President or by resolution of the Board of Directors. It shall be the duty of the Executive Director to give notice of such meeting to the members within five days following the call of the meeting. Notices of special meetings of members shall contain a general statement of the nature of the business to be transacted at the special meeting for which the notice was given.

Section 3. Quorum. The presence in person by the authorized representative, or by proxy, as defined in this section of one-fourth (1/4), but in any event not less than thirty (30), of the regular members of the corporation shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly organized meeting of the members may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum present.

Section 4. Voting Rights. Each regular member school shall be entitled to one representative with one vote at all regular and special meetings of members. The authorized representative of a member school shall be either the superintendent of schools or the principal of that member school. Any other substitute delegate of that member school must be authorized by written proxy.

Section 5. Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member. Such proxy shall be filed with the Executive Director before or at the time of the meeting. The proxy shall be valid for only one meeting.

Section 6. Mail Vote. Any action required to be taken by the members may, when deemed necessary by the President, be submitted to the members for a vote by mail.

ARTICLE III.

DISTRICTS

Section 1. Composition. For administrative purposes, for better regulation of interscholastic activities and for purposes of representation and election, the State shall be divided into the following districts by schools which may from time to time, be modified by the Board of Directors:

- District I Bonners Ferry, Clark Fork, Coeur d'Alene, Coeur d'Alene Charter Academy, Coeur du Christ, Genesis Prep, Kellogg, Kootenai, Lake City, Lakeland, Lakeside, Mullan, Post Falls, Priest River, St. Maries, Sandpoint, Timberlake, Wallace
- District II Clearwater Valley, Culdesac, Deary, Genesee, Grangeville, Highland (Craigmont), Kamiah, Kendrick, Lapwai, Lewiston, Logos, Moscow, Nezperce, Orofino, Podlatch, Prairie, St. John Bosco Academy, Timberline (Weippe), Troy
- District III Ambrose, Bishop Kelly, Boise, Borah, Caldwell, Cambridge, Capital, Cascade, Centennial, Centennial Baptist, Gem State Academy, Cole Valley Christian, Columbia, Compass Charter, Council, Eagle, Emmett, Forge International, Fruitland, Garden Valley, Gem Prep Meridian North, Greenleaf Friends, Horseshoe Bend, Homedale, Idaho Arts Charter Academy, Idaho City, Idaho Fine Arts Academy (debate and speech only), Kuna, Liberty Charter Academy, Marsing, McCall-Donnelly, Meadows Valley, Melba, Meridian, Middleton, Midvale, Mountain Home (except FB), Mountain View, Nampa, Nampa Christian, New Plymouth, North Star Charter, Notus, Owyhee, Parma, Payette, Renaissance, Ridgevue, Rimrock, Riverstone International, Rocky Mountain, Sage International, Salmon River, Skyview, Timberline (Boise), Treasure Valley Classical Academy, Vallivue, Victory Charter Academy, Vision Charter, Weiser, Wilder
- District IV: Bliss, Buhl, Burley, Camas County, Canyon Ridge, Carey, Castleford, Declo, Dietrich, Filer, Glens Ferry, Gooding, Hagerman, Hansen, ISDB, Jerome, Kimberly, Lighthouse Christian, Magic Valley Alternative, Minico, Mountain Home (FB only), Murtaugh, Oakley, Raft River, Richfield, Shoshone, Sun Valley Community School, Twin Falls, Valley, Wendell, Wood River, Xavier Charter
- District V Aberdeen, American Falls, Bear Lake, Century, Grace, Grace Lutheran, Highland (Pocatello), Malad, Marsh Valley, North Gem, Pocatello, Preston, Rockland, ShoBan, Snake River, Soda Springs, West Side
- District VI Alturas Preparatory Academy, American Heritage Charter, Blackfoot, Bonneville, Butte County, Challis, Clark County, Firth, Hillcrest, Idaho Falls, Leadore, Mackay, Madison, North Fremont, Rigby, Ririe, Salmon, Shelley, Skyline, South Fremont, Sugar-Salem, Taylor's Crossing Charter, Teton, Thunder Ridge, West Jefferson, Watersprings

Section 2. Membership. Membership in each District shall be confined to those schools that are registered members of the Corporation and are designated in the By-Laws as belonging to such District. The same qualifications shall be required for representatives in the District organization as apply to the State organization.

Section 3. Local Organization. Representatives of the member schools in each District shall organize and elect a Chairman, a Vice-Chairman, a Secretary, its member on the State Board of Directors and other officers deemed necessary to constitute a District Board of Control. These officers shall be elected for a term not to exceed three years, except the member of the State Board of Directors who shall be elected for a three-year term or, in the case of a vacancy, for the completion of the unexpired three-year term. Election of its officers and representative shall be held at the District's annual meeting held prior to the Corporation's annual meeting. New officers shall take office immediately after election, except the member of the State Board of Directors who shall take office on June 1 following his/her election.

Section 4. District Board of Control. The duly elected officers of the District shall constitute the District Board of Control. The function and duties of the Board shall be the handling of the business of the District regarding authorized interscholastic contests, tournaments and festivals, enforcing orders and decisions of the State Board of Directors and performing such other duties and responsibilities as may be delegated to the District Board of Control by the Board of Directors.

Section 5. Leagues and Conferences. Leagues or conferences may be established within a district or districts with the approval of the State Board of Directors. The function and duties of a league or conference shall be to assist the District Board or the State Board of Directors in the administration of interscholastic activities. After establishment, modifications of a league or conference by the addition or deletion of schools must be approved by the State Board of Directors.

Section 6. Limitation of Powers. The District Board of Control or any league or conference shall not have any power to nullify or modify any by-law, rule or regulation of the Corporation or to change any ruling or action of the Board of Directors.

Section 7. Supplemental Rules. The Board of Directors shall have the authority to formulate any supplemental general rules governing District tournaments and meets.

Section 8. Financial Reports. Each District member school shall be furnished an annual financial statement by each District Secretary. The District Board of Control shall certify all reports connected with District meets and shall submit a copy to the Board of Directors.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. Number. The business of this corporation shall be managed by a Board of Directors (formerly called Board of Control) having fifteen (15) members consisting of one representative from each District, an elected representative of the Idaho Music Educators Association, Idaho Speech Arts Teachers Association, Coaches Association of Boys' Sports, Coaches Association of Girls' Sports, a representative of the Idaho School Boards Association, State Department of Education, Executive Board of the Idaho Association of Secondary School Principals, Executive Board of the Idaho School Superintendents Association, State Athletic Directors Association, and the Executive Director of the Corporation, who shall be a non voting member. No more than three Board members shall be from the same activity district. Vacancies and replacements will be allocated accordingly. If a Board member moves to another activity district during their term, the organization they represent must replace that representative if the district they move to is at maximum representation. The State Department of Education representative is not counted toward district representation. A Director representing a District shall be a superintendent of schools or a high school principal from a regular member school elected by the District members at the annual meeting preceding the expiration of the term of office of its representative.

Section 2. Term of Office. All elective terms of Directors shall be for three years commencing on July 1, following election or for the remainder of an unexpired term in case of a vacancy. No director shall serve more than two (2) consecutive terms.

Section 3. Vacancies. In case of a vacancy on the Board of Directors, the Board of Control of the District in which the vacancy occurs or the appropriate represented organization shall immediately name a successor to serve until such time as a successor can be duly elected. A vacancy shall exist when a Director is no longer employed by a member school in his District or when a Director representing a group organization ceases to be a member of that organization or upon termination of the membership of a member school employing a Director.

Section 4. Meetings.

- A. All meetings of the Board of Directors shall be held at such place as designated by resolution of the Board of Directors or by written consent of all members of the Board of Directors.
- B. The Board of Directors shall hold six (6) regular meetings during the year for the purpose of transacting such business as may properly come before the meetings.
- C. Special meetings of the Board of Directors may be called for any purpose at any time by the President, or by the Vice-President, or by any two Directors.
- D. The presence at a meeting of a majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the act or decision of a majority of the Directors present at a meeting, duly held at which a quorum is present, shall be regarded as the act or decision of the Board of Directors.
- E. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors.
- F. The Board of Directors, or any committee appointed by the Board, may hold a meeting by means of a webinar or conference call of which all persons participating in the meeting can hear each other at the same time and participating by such means shall constitute presence in person at a meeting.

- G. If a member of the Board of Directors' is unable to attend a meeting, a designated substitute will be permitted with full voting privileges. The IHSAA office must be notified no later than 48 hours prior to the work session.

Section 5. Compensation. Members of the Board of Directors shall not receive any salary or compensation for their services as Directors; but by resolution of the Board of Directors, expenses incurred by Directors while performing corporation business, may be paid to them.

Section 6. Powers and Duties of Directors. The affairs of the corporation shall be managed by the Board of Directors. In carrying out its duties, the Board shall, in addition to its general powers, have the power to:

- A. Adopt rules and regulations for the regulation of interscholastic activities and athletic competitions.
- B. Interpret by majority vote any provision of these By-Laws and such other rules and regulations as are adopted by the Corporation.
- C. Make provisions for and set qualifying standards for state level competition in interscholastic contests.
- D. To provide for the hearing and determination of all protests (except protests of playing rules), appeals and charges submitted to the corporation, and reprimand, fine, suspend or expel any member school for violation of the rules and regulations of the corporation.
- E. Suspend or expel any contestants under the jurisdiction of the corporation and discipline any party in case of violation of the rules and regulations of the corporation.

Section 7. Conflict of Interest. When a member of the Board of Directors may have a conflict of interest regarding any matter under consideration by the Board of Directors, the other Board members shall decide the issue.

Section 8. Surety Bond. The Board of Directors shall provide an adequate surety bond for the Director and/or all other persons who handle funds in which the Association has a vested interest.

ARTICLE V.

OFFICERS

Section 1. Number. The officers of this corporation shall be a President and a Vice President, who shall be members of the Board of Directors.

Section 2. Election. The officers shall be elected by the Board of Directors annually at the first regular meeting of the Board of Directors held in each fiscal year.

Section 3. Vacancies. A vacancy in any office may be filled at any regular or special meeting of the Board of Directors. Withdrawal from the teaching profession or changing residence to a place outside the District or State by an officer or lapse of membership of the school employing the officer shall constitute a vacancy in that office.

Section 4. Powers and Duties.

- A. **President.** The President shall preside at meetings of members and at meetings of the Board of Directors and shall have such powers and duties as are or shall be prescribed by the Board of Directors or the By-Laws.
- B. **Vice President.** In the absence or disability of the President, the Vice President shall perform all duties of the President and have such other powers and duties as are or shall be prescribed by the Board of Directors or the By-Laws.

ARTICLE VI.

EXECUTIVE DIRECTOR

Section 1. Appointment. The Board of Directors shall appoint an Executive Director who shall be responsible to the Directors for the detailed management of the Corporation and shall serve at the pleasure of the Board of Directors.

Section 2. Duties. The duties of the Executive Director shall be to:

- A. Have custody of all funds, records and property of the Corporation.
- B. Collect all dues, fees, fines and assessments due the Corporation and keep complete and accurate records thereof.
- C. Perform the duties of Secretary of the Corporation and keep a book of the minutes at the Corporate office of all meetings of the members and Board of Directors.

ARTICLE VII.

COMMITTEES

Section 1. Executive Committee. By resolution of the Board of Directors, three (3) or more members of the Board of Directors may be elected to serve as an executive committee or executive committees of the Board of Directors. The executive committee or committees shall have and exercise the authority and powers granted to it or them by resolution of the Board of Directors, and, by such resolution, the Board of Directors may vest in an executive committee all or any part of the power and authority vested in and held by the Board of Directors by the Articles of Incorporation, these By-Laws and the statutes of the State of Idaho. An executive committee shall meet at such time and place and upon such notice as shall be provided by it in a resolution spread upon its minutes and shall keep minutes of its proceedings and at each meeting of the Board of Directors shall report its actions and activities. A majority of an executive committee shall constitute a quorum for the transaction of any business that the committee has power or authority to transact.

Section 2. Special Committees. The President shall have the authority to appoint special committees to perform particular functions for the Board of Directors as may be designated by the President. The number of members appointed to serve on special committees shall be discretionary with the President. Special committees shall not have authority to bind the Board of Directors or the Corporation but shall act only in an advisory capacity.

Section 3. Eligibility Committee. An eligibility committee, consisting of at least three (3) directors, shall be appointed by the Executive Director. More than one such eligibility committee may be appointed and a director may serve on more than one such committee. A majority of the committee shall constitute a quorum. An eligibility committee shall have the authority to hear and consider applications for approval of eligibility and waivers of eligibility under the Association's rules and regulations. A committee shall record the action taken on each application. A committee decision shall be a decision of the Board subject to review upon request of the applicant.

ARTICLE VIII.

MISCELLANEOUS

Section 1. Corporate Seal. The corporate seal of this corporation shall contain the following wording and be in the following form, to-wit:

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of July and end on the 30th day of June in each year.

Section 3. Contracts. The Board of Directors may authorize any officer or agent 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 4. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Checks, Drafts, etc. All checks, drafts or other 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 or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7. Review and Audit. A report of Review of Financial Statements will be conducted each year unless a report of Audit of Financial Statements is requested by the Board of Directors.



Section 8. Contingency Reserve Fund. The IHSAA Board of Directors will designate \$500,000 of the Association's unrestricted net assets for a contingency reserve fund. The net assets designated for the contingency reserve fund may only be used to cover the Association's operating expenses during a period when the Association's revenue is not sufficient to cover its expenses as determined by the Association's Board of Directors.

ARTICLE IX.

DISSOLUTION OR WINDING UP

In the event of the dissolution or winding up of the affairs of this corporation as described in Article IX of the Articles of Incorporation, the Board of Directors holding office on the effective date of such dissolution or winding up the affairs of the corporation shall, by resolution, select and designate the organization or organizations meeting the qualifications set forth in the Articles of Incorporation and the law and regulations referred to therein, to which the property and assets of this corporation shall be transferred and conveyed.

ARTICLE X.

RULES AND REGULATIONS

Rules and regulations governing the activities and programs of the Idaho High School Activities Association may be adopted, amended or repealed from time to time by the Board of Directors or Members in the manner set forth below in Article XI.

ARTICLE XI.

AMENDMENTS

Section 1. Action by Board of Directors. Pursuant to the provisions of Article VII, Section 2, of the Articles of Incorporation of this corporation, and Article X of these By-Laws, the power to repeal and amend the By-Laws and adopt new By-Laws, or to adopt, amend or repeal Rules and Regulations, shall be vested in the Board of Directors.

Section 2. Procedures for Action by Board.

- A. The By-Laws may be adopted, amended or repealed at any regular or special meeting of the Board of Directors upon a two-thirds (2/3) vote of the Directors at any such meeting duly called and held. Rules and Regulations may be adopted, amended or repealed at any regular or special meeting of the Board of Directors upon a majority vote. A By-Law or Rule or Regulation so adopted or amended shall become effective on June 1 of the following year unless an earlier effective date is provided.
- B. Any proposed adoption or amendment to a By-Law or Rule or Regulation submitted to the Board of Directors for consideration and action by the Board, shall be introduced only at one of the six regular meetings, but shall not be acted upon by the Board of Directors until a subsequent regular or special meeting of the Board of Directors.

Section 3. Limitation of Authority. The authority granted to the Board of Directors to make, amend or repeal these By-Laws and Rules and Regulations shall not extend to or be interpreted to permit the adoption by the Board of Directors of any amendment fixing the qualification, classification, term of office or compensation of Directors, and any amendment of that nature may only be adopted by the members at an annual meeting of members or at a special meeting of members duly called for that purpose, by the affirmative vote of at least two-thirds (2/3) of the members.

Section 4. Revocation of Authority. The authority extended to the Directors to adopt, repeal and amend the By-Laws and Rules and Regulations may be revoked at an annual meeting of members or at a special meeting of members duly called for that purpose, by the affirmative vote of at least two-thirds (2/3) of the members.

Section 5. Action by Members. This authority delegated to the Board of Directors shall not be exclusive. The members may, by a two-thirds (2/3) vote, adopt, repeal or amend the By-laws. Rules and Regulations may be adopted, amended or repealed by a majority vote at the annual meeting of members or at any special meeting duly called for that purpose.

Section 6. Procedures of Action by Members. The members shall have the authority to adopt, amend or repeal a By-Law of the Association by a two-thirds (2/3) affirmative vote or Rule or Regulation by a simple majority at the annual meeting subject to the following:

- A. Proposed amendments shall only be submitted by or through a school administrator or a District Board of Control to the Executive Director.
- B. Proposed amendments shall be submitted in writing no later than February 15. Proposed amendments shall be distributed to all of the members by the Executive Director no later than March 1. Proposed amendments affecting classification shall be reviewed by the classification committee prior to being voted on as a resolution at the annual meeting.
- C. Proposed amendments by the members shall only be voted upon at an annual meeting and any By-Law or Rule or Regulation adopted at such a meeting shall not become effective until June 1 of the following year unless an earlier effective date is provided.
- D. Proposed amendments by the members that pertain to rules and regulations of specific activities shall be voted on at the annual meeting by only those members who sponsor a team or individual in said activity.