

Bylaws of New York State Certified Officials of Soccer, Inc.

I. Name

The name of the corporation shall be “New York State Certified Officials of Soccer, Inc.” and will sometimes be referred to as “NYSCOS.”

II. Purpose

- A. NYSCOS exists to provide a statewide, unified organization that provides certified, qualified, approved, and competent officials of soccer for schools operating programs at the junior and senior high school levels.
- B. Pursuant to a contract between NYSCOS and the New York State Public High School Athletic Association (“NYSPHSAA”), NYSCOS is the recognized organization of high school soccer referees and local organizations of high school referees within the State of New York.
- C. The purpose of NYSCOS will be accomplished by:
 - 1. Providing training of new officials to ensure fairness and consistency in officiating;
 - 2. Providing currently certified officials the opportunity to update and improve their knowledge and techniques of officiating;
 - 3. Interpreting the current rules and officiating techniques of the sport to both officials and coaches;
 - 4. Promoting a fair and healthy atmosphere in which sporting events occur; and
 - 5. Maintaining the list of approved high school soccer officials and providing such list to NYSPHSAA.

III. Membership

A. Individual Referees

- 1. An individual referee is a member in good standing of NYSCOS if he or she:
 - i. Is a member in good standing of an approved local board;
 - ii. Has passed the current year’s National Federation of State High School Associations (“NFHS”) Soccer Rules Exam administered by an approved local board with a score that is acceptable to the approved local board. Note, however, that the Executive Committee shall determine the NFHS Soccer Rules Exam minimum score for varsity-level referees;
 - iii. Is in compliance with the eligibility, training and other requirements of NYSPHSAA for sports officials (i.e., the “Five Point Plan” or such other program as NYSPHSAA may, from time-to-time, adopt); and

- iv. If an individual member is to be considered eligible to referee in the state tournament, including sub-regionals, regionals, semi-finals and finals, then the individual member must take a physical performance test given by an approved local board, an organization of soccer referees affiliated with the National Intercollegiate Soccer Officials Association (“NISOA”), or an organization of soccer referees affiliated with the United States Soccer Federation (“USSF”) prior to the start of each season.
2. Individual referees are represented at the NYSCOS Annual Meeting and/or special meetings by the designated representative of their approved local board.

B. Approved Local Boards

1. An approved local board is an organization of high school soccer referees that:
 - i. Is comprised of individual high school soccer referees that have met all requirements of NFHS and NYSPHSAA to referee high school soccer;
 - ii. Has been accepted as an approved local board by NYSCOS; and
 - iii. Has satisfied its financial obligations to NYSCOS as described in these bylaws.
2. Local boards that are on the list of approved local boards of New York State Certified Officials of Soccer, an unincorporated association, at the time NYSCOS is recognized as a not-for-profit corporation by the New York Secretary of State shall be approved local boards.
3. Approved local boards shall bear full and sole responsibility for their organization and conduct, but all approved local boards must adhere to all requirements and policies of NYSCOS, NYSPHSAA and NFHS.
4. New organizations of high school soccer referees may apply to NYSCOS for membership in NYSCOS as an approved local board:
 - i. Application for membership must be made by January 1 in order to be recognized as an approved local board for a given year;
 - ii. The application must include:
 - (a) A copy of the organizational documents (i.e., certificate of incorporation and bylaws) of the proposed local board;
 - (b) A statement of the geographical area and schools the proposed local board intends to serve; and
 - (c) Payment of a \$100.00 application fee and the dues for the first year of membership in NYSCOS.
 - iii. Proposed local boards must secure the approval of all approved local boards whose geographical area of service adjoins that of the proposed local board. If

the approved local boards whose geographical coverage area adjoins that of the proposed local board do not reply to the proposed local board's request for approval, or if one or more of the approved local boards whose geographical coverage area adjoins that of the proposed local board objects to the geographical coverage area of the proposed local board, the proposed local board may apply to the Executive Committee for approval of the requested geographical coverage area. Such application shall be on notice to the approved local boards failing to reply to the request or objecting to the request. Any approved local board whose geographical coverage area adjoins that of the proposed local board may object to the geographical coverage area of the proposed local board and may submit any information believed necessary to the Executive Committee in support of such objection. The Executive Committee shall overrule the objection(s) of the approved local boards that object to the geographical coverage area if the Executive Committee determines that approving such geographical coverage area will serve the best interests of high school soccer in the proposed geographical coverage area.

- iv. All proposed local boards applying for membership in NYSCOS after the approval of these bylaws must provide referees for boys and girls high school soccer games.
 - v. Once the complete application of the proposed local board is complete (including approval for the proposed geographical coverage area), the membership application shall be placed on the agenda of the next Annual Meeting for a vote. The application shall be accepted and the proposed local board shall be approved for membership upon a vote of two-thirds of the approved local boards.
 - vi. New local boards approved for membership shall serve a two-year probationary period that begins immediately after the close of the Annual Meeting in which the local board is accepted for membership and ends at the close of the second Annual Meeting after the Annual Meeting in which the local board was accepted for membership.
5. Prior to the Annual Meeting, each approved local board shall provide a list of its officers to the Secretary/Treasurer.
 6. Each approved local board shall provide a list of all members of the approved local board that have qualified to referee high school soccer for the current year to the Secretary/Treasurer in a format specified by the Secretary/Treasurer and by a date that is determined by the Secretary/Treasurer. The Secretary/Treasurer shall provide each approved local board reasonable notice of the date that the list of approved referees shall be due.
 7. If an approved local board assigns an individual member to, or can be reasonably charged with knowledge of an individual member's assignment to, a game such that the assignment results in a violation of any contract between NYSCOS and NYSPHSAA or the violation of a geographical jurisdiction established by NYSCOS and its approved local boards, then the approved local board shall be subject to the following:

- i. One (1) year of probation; and
 - ii. The suspension of voting rights at the Annual Meeting or any Special Meeting during such probation.
8. Each approved local board accepting an individual member that has transferred from a different approved local board or who is joining an additional approved local board (i.e., an individual referee maintaining “dual status” within separate approved local boards) must recognize and accept the referee status (i.e., varsity or non-varsity) assigned to that referee by the previous approved local board. An approved local board accepting such a member may, however, require such member to adhere to any requirements of the approved local board to maintain such status as long as such requirements are applicable to all members of the approved local board.

IV. Officers of the Corporation

- A. Individual members that have attended the Annual Meeting for two consecutive years or have served as an officer or member of the executive committee of an approved local board for a minimum of two years are eligible to serve as officers of NYSCOS.
- B. President
1. No person shall be eligible to hold the office of President or, in the event that the office of President becomes vacant, assume the responsibilities of the President unless that person shall have been a member of the Executive Committee for at least three (3) full calendar years prior to serving in such capacity.
 2. The President shall:
 - i. Preside at all meetings;
 - ii. Develop the agenda for the Annual Meeting, special meetings, and meetings of the Executive Committee and transmit such agenda to the Secretary/Treasurer in advance of any such meeting;
 - iii. Appoint all standing committees, special committees subject to the approval of the Executive Committee;
 - iv. Call special meetings whenever necessary;
 - v. Represent NYSCOS at all State and local meetings; and
 - vi. Annually, appoint an audit of the expenditures.
 3. The President shall serve a term of two years commencing immediately after the Annual Meeting in each even-numbered year.
 4. After the end of the President’s term, he or she shall succeed to a two-year term as the Past President.

C. First Vice President

1. The First Vice President shall:
 - i. Preside at all meetings in the absence of the President;
 - ii. Succeed the President;
 - iii. Serve as Chairperson of the Bylaws Revision Committee; and
 - iv. Attend the boys and/or girls state tournament and assist as needed.
2. The First Vice President shall serve a term of two years commencing immediately after the Annual Meeting in each even-numbered year.
3. After the end of the First Vice President's term, he or she shall succeed to a two-year term as the President.

D. Second Vice President

1. The Second Vice President shall be elected at the Annual Meeting in each even-numbered year.
2. The Second Vice President shall assume the office of Second Vice President at the close of the annual meeting at which he or she is elected.
3. The Second Vice President shall:
 - i. Preside at all meetings in the absence of the President and First Vice-President;
 - ii. Succeed the First Vice-President; and
 - iii. Attend the boys and/or girls state soccer tournament(s) and assist where needed.
4. The Second Vice President shall serve a term of two years commencing after the Annual Meeting in each even-numbered year.
5. After the end of the Second Vice President's term, he or she shall succeed to a two-year term as the First Vice President.

E. Secretary/Treasurer

1. The Secretary/Treasurer shall be elected at the Annual Meeting in each even-numbered year.
2. The Secretary/Treasurer shall assume the office of Secretary/Treasurer at the close of the annual meeting at which he or she is elected.

3. The Secretary/Treasurer shall
 - i. Mail the agenda for the Annual Meeting 30 days prior to the meeting;
 - ii. Prepare the record of all meetings and distribute copies of such minutes to the members of NYSCOS;
 - iii. File an annual copy of each local Board roster with the NYSPHSAA;
 - iv. Collect annual dues, other fees and insurance certificates;
 - v. Keep an accurate account of all finances;
 - vi. Pay all expenses approved by the Executive Committee;
 - vii. Submit a financial report and budget at the Annual Meeting; and
 - viii. Attend the NYSPHSAA OCF Meetings.

F. Past President

1. The Past President shall serve a two-year term as an officer and member of the Executive Committee commencing immediately after the Annual meeting in each even-numbered year.
2. The Past President shall chair the nominating, appeals/hearing and/or other committee(s) as designated by the President.

G. Interpreter

1. The President shall appoint an Interpreter and, if deemed necessary or desirable by the President, an Assistant Interpreter.
2. The appointment of the Interpreter and/or Assistant Interpreter shall be subject to the approval of the Executive Committee.
3. Notwithstanding the need for the approval of the Executive Committee, the Interpreter and/or Assistant Interpreter shall immediately assume the office of Interpreter and/or Assistant Interpreter upon appointment by the President, and the Executive Committee shall vote to approve (or disapprove) of the appointment(s) at the next meeting of the Executive Committee.
4. The appointment of the Interpreter and/or the Assistant Interpreter shall be reviewed by the President and the Executive Committee on the date of the fourth (4th) Annual Meeting after the most recent vote of the Executive Committee in which the appointment (or continued service) of the Interpreter and/or Assistant Interpreter was approved.

5. The Interpreter, assisted by the Assistant Interpreter, shall:
 - i. Attend any required NFHS Rules Meeting and obtain and become familiar with any guidance and/or information from NFHS concerning the NFHS Rules of Soccer;
 - ii. Take direction and guidance from NYSPHSAA and its Soccer Coordinator(s) as to the presentation of the NFHS Rules of Soccer to the approved local boards and/o the individual members;
 - iii. Conduct an interpretation and mechanics clinic at the Annual Meeting; and
 - iv. Interpret any question on rules and/or mechanics that arise during the year.
6. In the event that the office of the Interpreter becomes vacant, the Assistant Interpreter, if an Assistant Interpreter has been appointed, shall assume the duties of the Interpreter until the President, subject to the approval of the Executive Committee, appoints a new Interpreter.

H. Member-at-Large

1. The Member-at-Large shall be elected at the annual Meeting in odd-numbered years.
2. The Member-at-Large shall act as a liaison between the membership and the Executive Committee.

I. Indemnification and Compensation

1. Officers of the Corporation shall be entitled to indemnification for liabilities arising from official acts and/or acts condoned by NYSCOS to fullest extent allowed by Article 7 of the New York Not-for-Profit Corporation Law.
2. With the exception of the Secretary/Treasurer, who shall receive an annual stipend as described below, no officer of the Corporation shall be entitled to a salary or other compensation for the services rendered by the officer to the Corporation.
3. The Secretary/Treasurer shall receive an annual stipend.
 - i. The amount of the stipend as of the approval of these bylaws is \$1,500.00.
 - ii. The stipend shall be paid to the Secretary/Treasurer after each year of service (a year of service shall commence at the close of an Annual Meeting) and not later than ten (10) days after the Annual Meeting.
 - iii. The stipend shall not be decreased during the term of the Secretary/Treasurer.
 - iv. The stipend may be increased only with the approval of the Executive Committee. Any such increase will become effective at the commencement of a new term.

- v. Should the Secretary/Treasurer resign or be removed prior to the end of his or her term, then the stipend shall be pro-rated to the last day of service.
4. All officers are entitled to reimbursement of their reasonable expenses incurred in their service to NYSCOS.

J. Vacancies in Officer Positions

1. Vacancy of the office of President

- i. The First Vice President shall assume the responsibilities of the President for the remainder of the President's term.
- ii. At the conclusion of the President's term, the First Vice President shall succeed the President as described above (subject to the three-year experience requirement described in Paragraph IV (B) (1) of these Bylaws).
- iii. In the event that the First Vice President does not meet the three-year experience requirement at the time the office of the President becomes vacant, then the Executive Committee shall select an acting President that meets the two-year experience requirement. The acting president may be selected from a current or former member of the Executive Committee. Said acting President shall serve until the First Vice President has satisfied the three-year experience requirement.

2. Vacancy of the office of First Vice President

- i. The Second Vice President shall assume the responsibilities of the First Vice President for the remainder of the First Vice President's term.
- ii. At the conclusion of the First Vice President's term, the Second Vice President shall succeed the First Vice President as described above.

3. Vacancy of the office of Second Vice President

The President, subject to the approval of the Executive Committee, may appoint an acting Second Vice President to serve until the next Annual Meeting. At said annual meeting, the membership shall elect a replacement for the office whose departure from the office of Second Vice President created the vacancy.

4. Vacancy of the office of Secretary/Treasurer

The President, subject to the approval of the Executive Committee, shall appoint an acting Secretary Treasurer to assume the responsibilities of the office until the next Annual Meeting. At said Annual Meeting, the membership shall elect a Secretary/Treasurer to complete the term of the departed Secretary/Treasurer unless these Bylaws provide for the election of a new Secretary/Treasurer.

5. Vacancy of the office of Member at Large

In the event of a vacancy in one or more offices of Member-at-Large, the office shall remain vacant until the next Annual Meeting. At said Annual Meeting, the membership shall elect a new Member-at-Large to complete the term of the departed Member-at-Large unless these Bylaws provide for the election of a new Member-at-Large.

V. Executive Committee

A. The Executive Committee shall be comprised of the officers of NYSCOS.

B. The Executive Committee shall act on all matters not provided for in these bylaws and such other business as may arise between Annual Meetings.

C. Meetings

1. The Executive Committee shall hold a meeting on the date of and prior to the Annual Meeting

2. The President may call additional meetings of the Executive Committee as he or she deems necessary.

3. Meetings of the Executive Committee may be held by telephone or other electronic means that permit the members of the Executive Committee to verbally discuss issues before the Executive Committee.

4. The Business of the Executive Committee may be conducted so long as five (5) members of the Executive Committee are present or electronically available for a meeting called by the President.

5. A majority of the members of the executive Committee present for a meeting shall be required to approve a resolution before the Executive Committee.

6. Email Votes

i. For situations in which the President believes it important for every member of the Executive Committee to have an opportunity to vote and a meeting for such vote is not practical, the President may call for a vote to be taken by email.

ii. A proposition that is to be decided by email may be presented to the Executive Committee at a meeting or by an email.

iii. Once a proposition has been moved and seconded, the President shall send each member of the Executive Committee an email with the following information:

(a) The proposition to be voted upon;

(b) The options available; and

- (c) The deadline for casting a vote (which shall not be less than twenty-four (24) hours after the email soliciting the votes is sent).
- iv. An email vote will not be considered valid unless two-thirds of the members of the Executive Committee at the time the vote is announced acknowledge the email vote prior to the deadline (by a return email) stated in the email containing the ballot and, by an email to the President, First Vice President and the Secretary/Treasurer, either abstain from the vote or vote.
- v. A successful proposition voted upon through email shall require votes in favor of the proposition from a majority of those members of the Executive Committee voting or abstaining.

VI. General Membership Meetings

A. The Annual Meeting

- 1. There shall be at least one meeting of the membership of NYSCOS each year (the "Annual Meeting).
- 2. The time and place of the Annual Meeting shall be set by the President.
- 3. The Secretary/Treasurer shall provide notice of the date, time and place of the Annual Meeting to the president, secretary or other representative of each approved local board not less than thirty (30) days prior to the Annual Meeting.
- 4. Each approved local board must send at least one (1) representative to the Annual Meeting. Notwithstanding such requirement, business can be conducted at the Annual Meeting provided representatives from at least two-thirds (2/3) of the approved local boards are in attendance.
- 5. Individual members may, but are not required to, attend the Annual Meeting.
- 6. Propositions offered for approval at the Annual Meeting shall be voted upon by the representatives of the approved local boards (each local board shall have one vote regardless of the number of members of such local board that are in attendance for the Annual Meeting). A majority of the representatives of the approved local boards is required to approve a proposition put before the Annual Meeting.

B. Special Meetings

- 1. The Executive Committee may call one or more special meetings between the Annual Meetings.
- 2. The Secretary/Treasurer shall provide notice of the date, time and place of any special meeting to the president, secretary or other representative of each approved local board not less than thirty (30) days prior to the special meeting. Such notice shall include a statement of the purpose of the special meeting.
- 3. Representatives of at least two-thirds (2/3) of the approved local boards must attend a special meeting in order for business to be conducted during such special meeting.

4. Propositions offered for approval at a special meeting shall be voted upon by the representatives of the approved local boards (each local board shall have one vote regardless of the number of members of such local board that are in attendance for the special meeting). A majority of the representatives of the approved local boards is required to approve a proposition put before the special meeting.

VII. Resolution of Disputes between Local Boards and Their Members

- A. The Executive Committee shall be available to individual members and approved local boards as an independent and neutral arbiter of legitimate disputes between individual members and their local boards. Specifically, the Executive Committee shall provide a forum in which an individual member that is subject to a final and binding disciplinary determination of an approved local board may appeal such disciplinary determination to the Executive Committee.
- B. Executive Committee review of an approved local board disciplinary determination shall be subject to the following procedure:
 1. The individual member requesting such review shall mail a request for review to the Secretary/Treasurer of NYSCOS as well as copy of the request for review the secretary of the approved local board making such disciplinary determination within thirty (30) days of receiving notification of the approved local board's disciplinary determination.
 - i. The notice must include a copy of the approved local board's notice of disciplinary determination that was provided to the individual member;
 - ii. The request for review must include a statement that all avenues of resolution of the dispute leading to the disciplinary determination have been exhausted within the approved local board;
 - iii. The request for review must be accompanied by an explanation of the reason(s) that the disciplinary determination of the approved local board should be reversed or modified.
 - iv. The request for review must include a statement of any dates within sixty (60) days of the date of the request for review that the individual submitting the request for review, or any necessary witnesses, will be unavailable for a hearing.
 2. The approved local board shall mail a written response to the individual member's request for review and explanation of the reason(s) that the disciplinary determination of the approved local board should be reversed or modified to the Secretary/Treasurer within thirty (30) days of receipt of such request for review and explanation.
 - i. The approved local board must send a copy of its response to the individual member.
 - ii. The approved local board must include a statement of any dates within sixty (6) days of the date of the request for review that the approved local board will

be unable to provide necessary witnesses necessary to present its case in the event that there is a hearing.

3. Upon receiving the request to review and explanation of the individual member and the response to the request and explanation from the approved local board, the Secretary/Treasurer shall forward copies of all papers received to the members of the Executive Committee. The Executive Committee shall, within thirty (30) days of receiving the entire request for review and response, deny the request for review without a hearing or schedule a hearing before the Executive Committee.
4. The Executive Committee may deny a request for review without a hearing for the following reasons:
 - i. The request for review was submitted more than thirty (30) days after the individual member received notice of the approved local board's disciplinary determination and the individual member failed to demonstrate good cause for the delay in submitting the request for review;
 - ii. The individual failed to exhaust all avenues of resolution within his or her approved local board before seeking a review by the NYSCOS Executive Committee; or
 - iii. Even if the explanation provided by the individual member is accepted as true, the Executive Committee would not or could not reverse or modify the disciplinary determination made by the approved local board.
5. If the request for review is not denied without a hearing, the Executive Committee shall schedule a hearing to consider the individual member's request for review:
 - i. The cost of the hearing, including, without limitation, the reasonable travel expenses of the members of the Executive Board that participate in the hearing and the cost to use the room in which the hearing shall take place, and shall be paid by the individual member seeking review of the approved local board's disciplinary determination.
 - (a) The individual member seeking the review shall pay one thousand dollars (\$1,000.00) to the Secretary/Treasurer as a retainer against the costs of the hearing prior to the scheduling of any hearing.
 - (b) The individual member seeking the review shall pay any hearing costs that exceed the retainer prior to the commencement of any hearing.
 - ii. The Executive Committee shall agree on a date, place and time for the hearing;
 - iii. At least two-thirds of the members of the Executive Committee must attend the hearing;
 - iv. The Secretary/Treasurer shall notify the individual member requesting the review and the approved local board of the date, time and place of the hearing. All parties must be given notice of the hearing at least fourteen (14) days prior to the hearing.

- v. The hearing format will be as follows:
- (a) The President or, if the President is not in attendance, the First Vice President, Second Vice President or Past President, in that order, shall preside over the hearing.
 - (b) Only members of the Executive Committee, a representative of the approved local board, the individual member requesting the review, and any individual providing testimony (while actually providing such testimony) shall be in the hearing room during the hearing.
 - (c) A representative of the approved local board will present the reasons behind the disciplinary determination at issue along with any proof (including witness testimony) supporting the determination.
 - (d) The individual member shall present his or her reasons that the disciplinary determination should be reversed along with any proof (including witness testimony) that supports the reasons put forth by the individual member.
 - (e) Evidence presented during the hearing must be relevant and non-duplicative. The office of NYSCOS presiding over the hearing shall have discretion to exclude non-relevant or duplicative evidence.
 - (f) The individual member requesting the review of a disciplinary determination of an approved local board must establish, by a preponderance of the evidence presented at the hearing, that the disciplinary determination of the approved local board should be reversed or modified.
 - (g) After each side has presented its arguments and witnesses, the officer presiding over the hearing shall close the hearing, and the members of the Executive Committee shall meet in a closed session to make a decision regarding the review:
 - (1) If a majority of the members of the Executive Committee present during the hearing votes to reverse the disciplinary determination of the approved local board, then the disciplinary determination of the approved local board shall be annulled and the individual member shall be returned to the approved local board's list of approved officials as if he or she had not been the subject of a disciplinary determination;
 - (2) If a majority of the members of the Executive Committee present during the hearing votes to modify the disciplinary determination of the approved local board, then the approved local board shall modify its disciplinary determination accordingly and proceed with the individual member as if the disciplinary determination, as modified, had been in place since the date of the final disciplinary determination.

(3) If there is no majority of the members of the Executive Committee present during the hearing voting to reverse or modify the disciplinary determination of the approved local board, then the disciplinary determination of the local board shall stand.

(h) If the individual member requesting the review of the disciplinary determination of the approved local board is successful and the disciplinary determination at issue is reversed, the approved local board that made the disciplinary determination shall be required to reimburse the individual member for all costs paid to the Executive Committee during the review proceedings. Nothing in these bylaws, however, shall be construed as allowing or requiring any additional payment or compensation to the prevailing party.

6. At the conclusion of the above-described review process, there shall be no further opportunity for review or appeal within NYSCOS.

VIII. Dues

- A. The Executive Committee shall set the dues payable by the each approved local board.
- B. The dues shall be determined in accordance with the expected expenses of NYSCOS for the year and shall be calculated on a “per individual member” basis.
- C. Each approved local board shall pay an amount calculated by multiplying the dues rate by the number of approved referees reported by the approved local board. By way of example, if the Executive Committee has set the dues rate at \$4.00 per referee and an approved local board has 100 approved referees, the approved local board shall pay a total of \$400.00 in dues.
- D. Dues shall be paid no later than the date set for the submission of the list of approved referees.

IX. Official Game Uniforms

- A. It is the policy of NYSCOS that all individual officials shall be dressed alike for all matches conducted under the auspices of NYSPHSAA.
- B. The NYSCOS-approved uniform shall consist of the following:
 - 1. A badge specified and provided by NYSCOS.
 - 2. A NISOA-approved grid-style shirt. All officials working a game must wear the same color shirt.
 - 3. Black shorts of a design appropriate for soccer referees.
 - 4. Black socks with three white stripes. Alternatively, as long as all referees working a game are dressed alike, the color of the stripes may match the color of the shirt.
 - 5. Local boards may allow individual officials to wear black baseball-style hats with no logo.

6. Local boards may set policies and/or other uniform requirements or allowances for specific weather conditions.

X. Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

XI. Non-Inurement

Notwithstanding any other provisions of this Certificate, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officer, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Paragraph 2. 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 or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

XII. Restrictive Purpose and Activities

Notwithstanding any other provision of these articles, NYSCOS is organized exclusively for educational purposes or to foster state, national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501 (c) (3) of the Internal Revenue Code or by an organization exempt from Federal income tax under section 501 (c) (3) or corresponding provisions of any subsequent federal tax laws.

No substantial part of the activities of NYSCOS shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501 (h) of the Internal Revenue Code), or including the publication or distribution of statement (s), any political campaign on behalf of or in opposition to any candidate for public office.

XIII. Amendments to These Bylaws

Any individual member or approved local board may propose an amendment to these bylaws. Any proposed amendment must be provided to the Secretary/Treasurer in sufficient time to allow the Secretary/Treasurer to forward the proposed amendment to the approved local boards not less than

thirty (30) days prior to the Annual Meeting. An amendment to these bylaws must be approved by two-thirds (2/3) of the approved local boards represented at the Annual Meeting.

These Bylaws were duly adopted by a vote of the membership of NYSCOS at the Annual Meeting held on the 3rd day of August, 2013.

Thom Kadlubowski, Secretary/Treasurer