

# BYLAWS

## OF

### OREGON CITY YOUTH SPORTS, INC., A non-profit corporation

The following Bylaws of Oregon City Youth Sports, Inc., a non-profit corporation, are hereby adopted by the Board of Directors of the Corporation, effective as of the date of filing the Articles of Merger.

#### **ARTICLE I. OFFICES**

**Section 1. Registered Office and Agent.** The registered office of the Corporation shall be located in the City of Oregon City, County of Clackamas and State of Oregon, at such place as may be fixed from time to time by the Board of Directors upon filing of such notice as may be required by law, and the registered agent shall have a business office identical with such registered office.

**Section 2. Other Offices.** The Corporation may also have offices at such other places, within or outside of the State of Oregon, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

#### **ARTICLE II. MEMBERS**

**Section 1. Annual Meeting.** The annual meeting of the members shall be held on the second Tuesday of September of each year beginning with the year 1992, at the hour fixed by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the date designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members to vote as soon thereafter as conveniently possible.

**Section 2. General Meetings.** The general meeting of the members shall be scheduled every month (except December) on a day designated by the President. The meeting shall be scheduled to be held on the same day (as the first Monday, second Tuesday, etc.) each month. In cases of scheduling conflicts with members of the Board, the President shall re-schedule the meeting for the same month which the conflict occurs. The general meeting shall include reading of the minutes of the Board meetings and the

last general meeting, the Treasurer report, reading of correspondence regarding the Corporation, old business, and new business. General meetings shall start with all members signing the attendance sheet.

**Section 3. Special Meetings.** Special meetings of the members for any purpose or purposes, unless otherwise allowed by law, may be called by (a) the Board of Directors, (b) 10% of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting or (c) collectively by the President and Secretary of the Corporation.

**Section 4. Place of Meeting.** Meetings of the members, whether annual meetings, general meetings or special meetings, shall be held at such place as may be designated by the Board of Directors, either inside or outside of the State of Oregon.

**Section 5. Notice of Meeting.**

(a) Except as otherwise provided by law, notice of the time and place of the annual meeting of members shall be given by delivering personally, by telephone, by telegraph, by teletype or other form of wire or wireless communication, or by mailing postpaid a written or printed notice of the same by the United States Mails or private carrier, at least 10 days and no more than 60 days prior to the meeting, to each member of record entitled to vote at such annual meeting.

(b) Notice of the time and place of any general meeting of members shall be given by publication in the newsletter which shall be mailed to each member on the Corporation's most current mailing list or by delivering personally, by telephone, by telegraph, by teletype or other form of wire or wireless communication or by mailing postpaid a written or printed notice of the same by the United States Mails or private carrier. Said Notice shall be made at least 10 days and not more than 60 days prior to the meeting, to each member of record.

(c) Notice of the time and place of any special meeting of members shall be given by delivering personally, by telephone, by telegraph, by teletype or other form of wire or wireless communication or by mailing postpaid a written or printed notice of the same by the United States Mails or private carrier, at least 10 days and not more than 60 days prior to the meeting, to each member of record entitled to vote at such special meeting. A notice of special meeting shall set forth the purpose or purposes for which the meeting is called.

**Section 6. Closing of Mailing List and Fixing Record Date.** For the purpose of fixing the record date to determine the members entitled to notice of a meeting, to demand a special meeting, to vote or to take any other action, the Board of Directors may provide that the mailing list shall be closed for a stated period not to exceed 70 days before the meeting or action requiring a determination of members entitled to vote. In lieu of closing the mailing list, the Board of Directors may fix in advance a date as the record date for any

such determination of members entitled to vote, which date shall not be more than 70 days before the meeting or action requiring a determination of members entitled to vote. If the mailing list is not closed and no record date is fixed, then the date on which notice of the meeting is given the first member entitled to notice shall be the record date for determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, except where the adjournment date is more than 120 days after the date fixed for the original meeting, in which case a new record date shall be set.

**Section 7. Member List.** After fixing a record date for an annual meeting, the Secretary of the Corporation shall prepare an alphabetical list of the names of all then current members who are entitled to vote and are entitled to notice of a meeting. The list must show the address of each such member. The list of eligible members entitled to vote shall be available for inspection by any member entitled to vote beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's office or at a place identified in the meeting notice in the city where the meeting was held. The Corporation shall make the member list available at the meeting and any member entitled to vote, the member's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment. Refusal of failure to prepare or make available the member list shall not affect the validity of actions taken at the meeting.

**Section 8. Voting by Members.** Except for the restrictions provided by law each coach and assistant coach, member of the Board of Directors, committee member, officer, and any interested person shall be entitled to one vote upon each matter submitted to a vote at a meeting of the voting members subject to the following conditions:

(a) with respect to coaches and first assistant coaches, a coach or first assistant coach will not become eligible to vote until he/she has attended three (3) meetings during the prior twelve month period;

(b) with respect to members of the Board of Directors, a board member shall automatically become eligible to vote upon his/her election and qualification;

(c) with respect to committee members, a committee member shall not become eligible to vote until he/she has attended three (3) meetings during the prior twelve month period;

(d) with respect to officers, an officer shall automatically become eligible to vote upon his/her appointment and qualification; and

(e) with respect to interested persons, an interested person will not become eligible to vote until he/she has attended at least five (5) meetings during the prior twelve month period.

**Section 9. Voting Limitation.** In no event will a member be entitled to more than one vote regardless of whether said member would but for this section, be entitled to additional votes by virtue of being a member of more than one of the eligible classes of voting members described in section 8, above.

**Section 10. Proxies.** A member entitled to vote may appoint a proxy to vote or otherwise act for the voting member by signing an appointment form, either personally or by the member's attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or any other officer or agent authorized to tabulate votes. The appointment is valid for 60 days unless a shorter period is expressly provided in the appointment form. The death or incapacity of the member appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises the proxy's authority under the appointment.

**Section 11. Quorum.** A minimum of twelve (12) members entitled to vote represented in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the majority of the members present at the meeting and entitled to vote on the subject matter shall be the act of the members, unless otherwise prescribed by law. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum present. If a quorum is not present at any meeting, the meeting may be continued at such time and place as may be determined by a majority of the members present, in which case, no notice of such continuance need be given if the new date, time or place is announced at the meeting before adjournment and if no new record date is or must be fixed under Section 5 above. At the adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held. If a quorum is present, the meeting may be continued from day-to-day until such time and place as may be decided by a majority of the members present and entitled to vote, and no notice of such continuance need be given.

**Section 12. Action Without Meeting.** Any action required or permitted to be taken at a members meeting may be taken without a meeting if the action is taken by all of the members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all of the members entitled to vote on the action and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken under this section is effective when the last member entitled to vote signs the consent unless the consent specifies an earlier or later effective date. Consents signed under this section have the effect of a meeting vote and may be described as such in any document.

**Section 13. Waiver of Notice.** A member may at any time waive any notice required by the Articles of Incorporation, the Bylaws or the Oregon Non-Profit Business Corporation Act. The waiver must be in writing, be signed by the member entitled to the notice and

be delivered to the Corporation for inclusion in the minutes or for filing with the corporate records; provided, however, a member's attendance at a meeting waives objection to: (a) a lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) contributions of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

### **ARTICLE III. BOARD OF DIRECTORS**

**Section 1. General Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

**Section 2. Number.** The number of members on the Board of Directors shall be sixteen (16), of which ten (10) members shall also be officers of the Corporation. The remaining six (6) members shall be considered Members at Large. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws provided that the number of Directors shall not be less than three (3). No decrease in number shall have the effect of shortening the term of any incumbent Director. In the event the number of Directors is increased, the new Director or Directors will serve until the next regular annual meeting.

**Section 3. Term of Directors.** The term of the ten (10) members of the Board of Directors who are also officers of the Corporation shall be one year, commencing October 1<sup>st</sup> through September 30<sup>th</sup>. The term of the Members at Large shall be two years, with three (3) elected during alternating years. For purposes of the initial year of the Corporation, the three (3) Members at Large elected with the highest number of votes shall have a two (2) year term and the three (3) other elected Members at Large shall have a one (1) year term. A Director may be re-elected to additional terms. Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor is elected and qualified.

**Section 4. Nomination.** Nominations for all officers and Board members shall be taken at the August meeting. Any further nominations and elections shall be held at the September meeting.

Newly elective positions shall be filled by the nomination and election Procedures after amendment to the Bylaws.

**Section 5. Election.** Election of the Board of Directors shall be by secret written Ballot. At such election, the voting members or their proxies may cast, in respect to each Vacancy, as many votes as they are entitled to exercise under the provision of these Bylaws.

Persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

**Section 6. Resignation of Directors.** A Director may resign at any time by delivering written notice to the Board of Directors, its chairperson or the Corporation. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

**Section 7. Removal of Directors.** Any member, by submitting petition signed by at least fifty percent (50%) of the total number of qualified voting members, may call for a vote on the resignation of any officer or Board member. Such a vote shall take place at any general meeting provided fifteen (15) days written notice is given to the Board member or officer who is subject to a vote on removal by the Secretary or President of the Corporation.

An officer or board member will be removed from office upon a two-thirds' (2/3) vote of the qualified voting membership present at any general meeting provided that a quorum of members eligible to vote is present at such meeting.

**Section 8. Vacancy on Board.** If a vacancy occurs on the Board of Directors, the members entitled to vote may fill the vacancy, by the affirmative vote of a majority of the members. The term of the Director elected by the Board to fill a vacancy shall expire at the next annual meeting at which Directors are elected.

**Section 9. Meetings.** The Board of Directors may hold regular or special meetings in or out of the state. The annual meeting of the Board of Directors shall be held after the Annual Meeting of the Members as soon thereafter as conveniently possible beginning with the year 1992, for the purpose of transacting such business as may come before the meeting. If the Annual Meeting of the Members shall not be held on the date designated, or at any adjournment thereof, the Board of Directors shall cause a special meeting of the Board to be held as soon thereafter as conveniently possible. The Board of Directors may permit any of the Directors to participate in the regular or a special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

**Section 10. Notice.** Regular annual meetings of the Board of Directors may be held without notice on the date, time, place or purpose of the meeting. Special meetings of the Board of Directors must be preceded by at least two days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. Notice shall be given by delivering said notice personally, by telephone, by telegraph, by teletype or other form of wire or wireless communication, or by mailing postpaid said written or printed notice of the same by the United States Mails or private carrier.

**Section 11. Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors.

**Section 12. Dissenting Director.** A Director who is present at a meeting of the Board of Directors shall be presumed to have consented to any action taken unless the Directors dissent shall be entered into the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified or registered mail to the Board of Directors of the Corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a Director who voted in favor of such action.

**Section 13. Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors at a meeting may taken without a meeting if the action is taken by all of the members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. The consent signed under this section has the effect of a meeting vote may be described as such in any document.

**Section 14. Waiver of Notice.** A Director may at any time waive any notice required by the Articles of Incorporation, the Bylaws or the Oregon Non-profit Corporation Act. Any waiver must be in writing, must be signed by the Directors entitled to notice, must specify the meeting for which notice is waived and must be filed with the minutes or corporate record; provided, however, a Director's attendance at, or participation in, a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or consent to action taken at the meeting.

**15. Compensation.** Directors as such shall not receive any compensation for their services.

#### **ARTICLE IV. LOANS TO DIRECTORS AND OFFICERS PROHIBITED**

**Section 1. Loans.** No loan shall be made by the Corporation to its Directors or officers. If, despite the foregoing prohibition, the Directors of the Corporation vote for or assent to the making of a loan to a Director or officer of the Corporation, then any such Directors and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment in full thereof.

**Section 2. Contribution.** Any Director against whom a claim shall be asserted under or pursuant to this Article shall be entitled to contribution from the other Directors who voted for the action upon which the claim is asserted. To the extent that any Director is required to pay such claim, he/she be subrogated to the rights of the Corporation against the debtor on the loan.

## **ARTICLE V. OFFICERS**

**Section 1. Number.** There shall be ten (10) officers of the Corporation consisting of: President, Vice President for Boys, Vice President for Girls, Secretary, Treasurer, Equipment Manager, Uniform Manager, Area Head for Baseball, Area Head for Softball, and Rules and Ethics Chairperson.

**Section 2. Term and Election of Officers.** The term of the Officers of the Corporation shall be one (1) year, from October 1<sup>st</sup> through September 30<sup>th</sup>. Officers shall be elected pursuant to Sections 4 and 5 of Article III of these Bylaws.

**Section 3. Resignation and Removal of Officers.** An officer may resign at any time by delivering written notice to the Corporation. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. An Officer may be removed at any time pursuant to Section 7 of Article III of these Bylaws.

**Section 4. Vacancies.** A vacancy in any office because of the death, resignation or removal of an officer or agent, or arising from any other cause may be filled by the Board of Directors for the unexpired portion of the term at any regular or special meeting.

**Section 5. Compensation.** There shall be no salaries or other compensation for services paid by the Corporation to any officers, assistant officers or agents of the Corporation. However, the Board of Directors may in its sole discretion, reimburse an officer for his/her reasonable expenses incurred in the performance of the officer's duties.

**Section 6. President.** The President shall upon delegation by the Board of Directors have general supervision of the affairs and business of the Corporation. The President shall have the authority to sign or counter-sign all certificates, contracts and other instruments of the Corporation, under the seal of the Corporation or otherwise, except where required by law to be otherwise signed and executed, except where the signing and execution thereof shall be delegated or reserved by the Board of Directors to some other officer or agent of the Corporation. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time To time.

**Section 7. Vice Presidents for Boys and Girls.** The Vice President for Boys shall represent players and coaches involved in baseball. The Vice President for Girls shall



represent the players and coaches in softball. The Board shall elect one of the two Vice Presidents to take the President's place in the event of the President's absence.

**Section 8. Secretary.** The Secretary shall have the responsibility for preparing minutes of the Directors' meetings and for authenticating records of the Corporation. The Secretary shall also issue notices of meetings, have charge of the seal (if any) and corporate records, and perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to the Secretary by the Board of Directors. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by the signature of the officer.

**Section 9. Treasurer.**

(a) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall be in charge and in custody and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with provisions of these Bylaws.

(b) The Treasurer shall maintain the general ledger(s) of the Corporation and all other records detailing revenue(s) earned, and expenditure(s) incurred by the Corporation. The Treasurer shall also provide reports on the financial condition of the Corporation and shall maintain a records of all gifts, grants, contributions, gross receipts from admissions, sales of merchandise, performance of services, or furnishing of facilities, in an activity which is not an unrelated trade or business, and the source of all the foregoing funds. The Treasurer shall keep a record of all substantial contributors and disqualified persons as defined in Section 507 and 4946 of the Internal Revenue Code of 1986, as amended. The Treasurer shall keep a record of all receipts from persons, or from any bureau or similar agency of a governmental unit, as defined in Section 170(c)(1) of the Internal Revenue Code of 1986, as amended.

(c) The Treasurer shall keep a record of any gross investment income, as defined in Section 509(e) of the Internal Revenue Code of 1986, as amended, which is received by the Corporation. The Treasurer shall keep a record of any unrelated business taxable income, as defined in Section 512 of the Internal Revenue Code of 1986, as amended, which is received by the Corporation.

(d) The Treasurer shall prepare a report for each regular meeting of the Board of Directors listing the above information and stating whether the Corporation is maintaining its status as a tax-exempt, charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) The Treasurer shall perform all other duties incident to the office of Treasurer, and such other duties as may be assigned from time to time by the Board of Directors.

**Section 10. Equipment and Uniform Manager.** The Equipment Manager shall be responsible for distribution, return, and replacement of equipment. The Uniform Manager shall be responsible for distribution, return, and replacement of uniforms. An inventory of all equipment and uniforms shall be maintained. Purchasing new equipment or uniforms must be within the allotted budget, or with approval of the Board.

**Section 11. Area Heads for Baseball and Softball.** The Area Head for Baseball will be the liaison between the Corporation and the Clackamas County Junior Baseball Association. The Area Head for Softball will be the liaison between the Corporation and Clackamas Valley League.

**Section 12. Rules and Ethics Chairperson.** The Rules and Ethics Chairperson shall be responsible for the committee that reviews coaching applications, recommends updates or changes of the organization's sets of special rules, and deal with conflicts requiring immediate attention.

## **ARTICLE VI. COACHES**

Each team affiliated with the Corporation shall have one head coach who has been approved by the Rules and Ethics committee and the Board; and one assistant coach selected by the head coach. One of the requirements for approval by the Rules and Ethics committee is that all head coaches must have current valid Oregon driver's license and automobile insurance which meets at least the minimum coverage required under Oregon law. Proof of compliance with the foregoing shall be requested by the Rules and Ethics committee as part of an application form.

The head coach shall be responsible for actions involving himself/herself, his/her assistants, and his/her team members; during all games and activities connected with the Corporation.

The head coach and/or the assistant coach shall be subject to removal if just cause is found by the Rules and Ethics committee. Appeal of such action may be made to the Board of Directors. A head coach or assistant coach shall be reinstated if a majority of the sixteen (16) members of the Board of Directors votes in favor of his/her reinstatement.

The head coach shall be responsible for equipment and uniforms assigned to him/her, and also responsible for his/her team records and schedules.

The assistant coach shall be directly responsible to the head coach and serve at the coach's discretion.

Examination by the Rules and Ethics Committee of conflict of interest will be made on any person involved in any sports organization. This is to avoid a lack of involvement, commitment, participation, and practice which would not be in the best interest of the Corporation or its players.

Any coach who fails to return property or equipment of the Corporation or fails to pay money or debt owed to the Corporation, will not be allowed to coach, assist any team, vote or hold office. In addition, such coach shall be liable to the Corporation for costs of collection. For purposes of the preceding sentence, collection costs shall include but not be limited to reasonable attorney fees, deposition expenses, witness fees, and all out-of-pocket expenses related thereto.

## **ARTICLE VII. DIVIDENDS PROHIBITED**

The Corporation shall not issue shares of stock. In addition, no dividend shall be paid and no part of the income of the Corporation shall be distributed to its Directors or officers. However, the Corporation may reimburse its Director's or officers for their expenditures incurred in performing services for the Corporation provided that such compensation is reasonable.

## **ARTICLE VIII. INDEMNIFICATION**

**Section 1. Persons Entitled to Indemnification.** Subject to the provisions of Sections 3, 5 and 6, below, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of or arising from the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if (i) he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, or (ii) his/her act or omission giving rise to such action, suit or proceeding is ratified, adopted or confirmed by the Corporation or the benefit thereof received by the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo*

*contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his/her conduct was unlawful, and settlement shall not constitute any evidence of any of the foregoing.

**Section 2. Exceptions to Right to Indemnification in Certain Cases.** No indemnification as set forth in Section 1 of this Article shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or deliberate misconduct in the performance of his/her duty to the Corporation unless, and only to the extent that, the court in which action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

**Section 3. Determination of Right to Indemnification in Certain Cases.** Subject to the provisions of Sections 2, 5 and 6, indemnification under Sections 1 of this Article automatically shall be made by the Corporation unless it is expressly determined by a majority vote of a quorum of the Board of Directors consisting of Directors who were not parties to such action, suit or proceeding, or if such a quorum of disinterested Directors so directs, or by independent legal counsel in a written opinion, that indemnification of the person who is or was an officer, or Director, or is or was serving at the request of the Corporation, as an officer, Director, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, is not proper in the circumstances because he/she has not met the applicable standard of conduct set forth in Section 1 or 2.

**Section 4. Indemnification of Persons other than Officers or Directors.** In the event any person not included within the group of persons referred to in Section 1 of this Article was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of a type referred to in this Article by reason of or arising from the fact that he/she is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, the Board of Directors of the Corporation by a majority vote of a quorum (whether or not such quorum consists in whole or in part) of Directors who were parties to such action, suit or proceeding may, but shall not be required to, grant to such person a right of indemnification to the extent described in this Article as if he/she were an officer or Director referred to therein, provided that such person meets the applicable standard of conduct set forth in this Article.

**Section 5. Successful Defense.** Notwithstanding any other provision of Sections 1, 2, 3, or 4 of this Article, but subject to the provisions of Section 6 below, if a Director, officer, employee or agent is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him/her in connection therewith.

**Section 6. Condition Precedent to Indemnification under this Article.** Any person who desires to receive the benefits otherwise conferred by this Article shall notify the Corporation reasonably promptly that he/she has been named a defendant to an action, suit or proceeding of a type referred to in Section 1 and that he/she intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the Corporation at the executive offices of the Corporation or, in the event the notice is from the President, to the registered agent of the Corporation. Failure to give the notice required hereby shall entitle the Board of Directors of the Corporation of the Corporation to make a determination, in its sole discretion, that such failure was prejudicial to the Corporation in the circumstances and that, therefore, the right to indemnification referred to in this Article shall be denied in its entirety or reduced in amount.

**Section 7. Insurance.** The Corporation must purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

**Section 8. Former Officers and Directors.** The indemnification provisions of this Article shall be extended to any former Directors, officers, employees or agents and shall inure to the benefit his/her heirs.

**Section 9. Purpose and Exclusivity.** The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule or law or equity, agreement, action of the Board of Directors or otherwise. The purpose of this Article is to augment, pursuant to ORS & 65.414, other provisions of ORS & 65.391 and & 65.404.

## **ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

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

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Corporation,

shall only be effective when signed by the Treasurer and countersigned by the President or Vice President of the Corporation.

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

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE X. BOOKS AND RECORDS**

**Section 1. Corporate Books.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by an Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

**Section 2. Financial Statements.** At the close of each taxable year the Directors shall engage an accountant to prepare a financial statement for the Corporation. The Corporation shall make copies of the financial statement available on request to members of the general public.

## **ARTICLE XI. FISCAL YEAR**

These Bylaws or any section thereof may be amended or repealed by a two-thirds' (2/3) vote of the qualified voting membership present at any general meeting, provided that written notice of such proposed changes shall be given to each member on the most current Corporate mailing list fifteen (15) days' prior to the general meeting said changes are to be voted on.

**ARTICLE XIII.  
MISCELLANEOUS RULES**

**Section 1. Insurance.** No function or activity shall start before the Corporation's insurance policy is in effect, and there are at least two (2) or more coaches approved by the Corporation present for the entire function or activity. One coach must go with any injured player for medical attention. Players will not participate in practices or games unless signed medical release or legal guardians are present.

**Section 2. Injuries.** Any player that is injured in a game or practice and requires in-clinic emergency care or is hospitalized shall have to provide the head coach with a doctor's release before that player can play in a game or practice.

**Section 3. Special Rules.** Special rules will be drawn up and presented to the membership for approval by majority vote by the Rules and Ethics Committee. Rules shall not conflict with state and county rules when they pertain to teams competing in state or county competition. Unless a special rule is in effect, teams will abide by state high school rules.

When there is a dispute over the interpretation of a special rule, the dispute will be decided by the Board through the Rules and Ethics Committee.

DATED this \_\_\_\_th day of \_\_\_\_\_, 200\_\_.

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