

Salem Women's Football Association Bylaws

BYLAW I – NAME & LOCATION

Section 1.01 Name. The name of this organization is the Salem Women's Football Association, (hereinafter "Association"), which is a federally recognized, non-profit charitable organization under the Oregon Nonprofit Corporation Act, as filed on September 20, 2019 under entity number: 159725292.

Section 1.02 Location. The principal office of the Salem Women's Football Association shall be located within or near the city of Salem, Oregon, at such place as the Board of Directors shall from time to time designate. The Association may maintain additional offices at such other places as the Board of Directors may designate in the Salem and Keizer Oregon area. The Association shall continuously maintain within the city of Salem or Keizer Oregon, a registered office at such place as may be designated by the Board of Directors.

BYLAW II – PURPOSE

Section 2.01 General Purpose(s). The Association is organized and operated for the following general purposes:

1. An amateur athletic organization operated to foster women's participation in American football among its Members within the meaning of 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.
2. To exercise such rights, powers, duties and authority of a non-profit organization under the Oregon Nonprofit Corporation law which are consistent with the preceding paragraph.

Section 2.02 Specific Purpose(s). The specific purposes of the Association include the following:

1. To foster, promote and advance amateur participation in the growth and development of women's American football nationally and internationally.
2. To guard the interests of the Association's teams and to encourage good sportsmanship and fair play;
3. To educate players in basic through advanced skills, and to encourage them to attend local, state, national and international competitions and tournaments;
4. To represent area athletes within the rules and bylaws of the Association's governing bodies.

BYLAW III – MEMBERSHIP

Section 3.01 Membership. Association Membership shall be open to any person willing to contribute to the interests and goals of the Association and shall not be denied to any person due to age, race, religion, sex, handicap, or national origin. Membership in good standing is required to participate in the Association's competitive programs. Furthermore, all Members agree to abide by these Bylaws.

Section 3.02 Designations of Members. The Membership of the Association shall be divided into the following classes:

1. **Junior Association Members** – Members of the Association, who are in good standing and actively participate in Association events and proceedings in their first year of participation. Junior Association Members may not serve as officers or board members of the Association.
2. **Senior Association Members** – Members of the Association, who are in good standing and have actively participated in Association events and proceedings for a year or more. Senior Association Members may serve the Association in any capacity.

3.03 Membership Terms. Memberships will become active the day a membership agreement is signed by the member. All Memberships will expire on September 01 each calendar year, and will need to be renewed by signing a new membership agreement in order to continue participation in the association and its programs. Members may renew their membership at any time after expiration and are encouraged to do so prior to the Annual Meeting to ensure their member voting rights. Nothing in these Bylaws shall be construed as granting to a Member a continued expectation of membership in the Association beyond the expiration of the current membership agreement.

Section 3.04 New Membership Categories. The Board of Directors shall have the authority to create new Membership categories by a majority vote. The Board of Directors shall specify the rights and limitations of each new category at the time it is created.

Section 3.05 Good Standing. Members are considered in good standing when Membership Dues are current and the member is not currently suspended for any reason. Members are to conduct themselves in a manner that reflects the best interests of the association while representing the association in any capacity. Members will be required to sign an additional code of conduct reflecting clear understanding of the association's rules and regulations.

Section 3.06 Voting Rights. All Association Members in good standing shall be entitled to cast one vote with respect to those matters submitted by the board to the general Membership for action or approval. Votes may be taken by voice, by a show of hands, by written/electronic ballot or by proxy via electronic means. Secret ballots may be used for any vote as deemed appropriate by the board.

Section 3.07 Membership Dues. All Association Members shall pay dues to the Association in such amounts and in such manner as the Executive Committee determines from time to time.

Section 3.08 Meetings of Members. The Annual General Meeting of the voting Members shall be held in September of each calendar year, or such other time as the Board of Directors may fix in the notice of such meeting, at the principal place of business of the Association or in such other place as may be designated by the Board of Directors.

At such Annual General Meeting, any electable Board of Directors Members shall then be elected, but if such a meeting is not held or if the Board of Directors Members are not elected thereat, they may be elected in any Special Meeting of the voting Members held for that purpose. Special Meetings of the voting Members for any purpose or purposes may be called at any time by the Association President or requested by a majority vote of the Board of Directors. Non-Association members may attend a meeting of Members; however they are not permitted the floor unless requested upon by the Association Members or Board of Directors for a specific purpose.

The Annual General Meeting must be held, with the necessary elections taking place, by September 30th of a given year. If no meeting is called by the Board of Directors, the

meeting shall be held on the final Saturday of September at a location deemed appropriate by a simple majority of the voting Members.

Section 3.09 Notice of Meetings of Members. Notice of any Regular and Special Meetings shall be given to each Member either personally, by US mail, by email, or by SMS text messaging (“electronic means”) based upon the information provided in Association records and posted publicly online via the Association’s official website and social media accounts. Such notices shall not be sent no less than ten (10) days prior and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the Annual General Meeting shall designate it as such.

Section 3.10 Quorum. The presence in person of at least two – thirds (2/3) of the Membership shall constitute a quorum. The Members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

Section 3.11 Absentee Voting via Proxy by Electronic Means. If so determined by the Board of Directors, an Association Member may vote in the annual election of the Board of Directors or in other matters brought to a vote at the Annual General Meeting via proxy if that Member provides one (1) weeks’ notice of their inability to be able to attend the Annual General Meeting. If it is so determined, ballots may be submitted via electronic means to the directed Association Officer (or designee) that then must be able to provide verification to the Board of Directors at the Annual General Meeting.

Section 3.12 Suspension and Expulsion. Any Member may be suspended or expelled from the Membership with cause upon an affirmative majority vote of the Board of Directors if, in the discretion of the Board of Directors as indicated in such vote, such suspension or expulsion would be in the best interests of the Association. Suspensions shall be effective as soon as the offending member is notified and will last as long as the board deems necessary, not to exceed two calendar weeks. If the member’s violation warrants expulsion, as deemed by an affirmative vote of the board, that member will be informed in writing of the violation and will have one week to request a formal appeal. If an appeal is requested the board will arrange a Special Meeting of the Members within one week of the request for appeal. The Special Meeting of Members will be open to all members of the Association. The board and the offending member shall each have 20 minutes to present their case to the members present at the meeting. The final

expulsion decision will be determined by a simple majority vote of the members present at such a meeting.

Section 3.13 Readmission to Membership. The Board of Directors may in its discretion re-admit former Members. Any decision to re-admit a former Member shall require the approval of the majority of the Board of Directors. This vote is not required for new Association Members, only re-admission.

BYLAW IV – BOARD OF DIRECTORS

Section 4.01 Responsibility. All Officers and Directors are responsible to the voting Membership of the Association.

Section 4.02 General Powers. Subject to any limitations of these Bylaws or the Oregon Nonprofit Corporation Act, all organizational powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:

1. To appoint Managers, Chairpersons and other designees to the Association, subject to such limitations as may appear in these Bylaws, and to prescribe such powers and duties for these persons as may not be inconsistent with law or these Bylaws.
2. To conduct, manage and control the affairs of the Association, and to make such rules and regulations therefore, non-inconsistent with law or these Bylaws, as they may deem best.
3. To designate any place for the holding of any Membership or Board of Directors' meeting, to change the principal office of the Association for the transaction of its business from one location to another.
4. To borrow money and incur indebtedness for the purpose of the Association and to cause to be executed and delivered therefore, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt, and securities thereof.
5. To manage in such a manner as they may deem best, all funds and property, real and personal, received and acquired by the Association, and to distribute, loan or dispense the same or the income and profits there from.
6. To create such trusts, foundations and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

Section 4.03 Number and Selection. The voting Membership shall elect the executive committee of the association annually. The executive committee shall consist of the President, Treasurer, and Secretary. The executive committee may designate up to eight additional board positions as necessary to accomplish the association's mission, and should make an effort to maintain an odd number of board members. The voting membership shall elect additional board members created by the board in the same manner as the executive team. Each Officer or Director shall hold their office until a successor is elected and qualified, until the Officer or Director's resignation, death or removal, or the position is eliminated by a vote of the remaining board.

Section 4.04 Qualifications for Office. Every Association Board Member must be a Senior Association Member in good standing. No Professional Coach, as defined by these bylaws, may serve as a member of the executive committee or as a director of the association. No Officer or Director shall serve with compensation except for reimbursement of reasonable expenditures incurred on behalf of the Association. All Officers and Directors must be at least 18 years old.

Section 4.05 Election of Officers and Directors. All Officers and Directors shall be elected by the voting Members of the Association. A simple majority vote is required to win the election for each Officer and Director position. Voting will occur at the Annual General Meeting. If no nominations are brought forth by the voting Members the incumbent remains in the position for another term.

Section 4.06 Nomination of Officers. At least thirty (30) days prior to the Annual General Meeting of the voting Members, the Board of Directors will announce the date of the Annual General Meeting and notify all voting Members of the nomination process. Nominees for all Officers and Directors must be deemed qualified per Section 4.04 of these Bylaws.

Section 4.07 Term of Office. The regular term for each Officer and Director shall be 1 year, unless sooner terminated by death, incapacity, resignation or removal. There are no limitations on serving in any Officer or Director positions for successive terms. All Officers and Directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the Officer or Director's prior resignation or removal has been hereinafter provided. Terms will begin on the first day of the month following the Annual General Meeting (October 1) and expire at the end of the month of the Annual General Meeting (September 30).

Section 4.08 Resignation and Removal. Any Officer or Director may resign from office at any time by giving written notice thereof to the Secretary of the Association. Any Officer or Director may be removed with cause by a two-thirds (2/3) vote of the Board of Directors as determined by an affirmative vote at a Special Meeting held for that purpose. The removed board member shall be informed in writing of the cause of their removal and will have one week to request a formal appeal. If an appeal is requested the board will arrange a Special Meeting of the Members within one week of the request for appeal. The Special Meeting of Members will be open to all members of the Association. The board and the offending member shall each have 20 minutes to present their case to the members present at the meeting. The final removal decision will be determined by a simple majority vote of the members present at such a meeting.

Some causes for removal from office:

1. Conviction of a felony;
2. Commitment of a material breach of fiduciary duty;
3. Commitment of an act of moral turpitude;
4. Ceasing to be a Member in good standing of the Association

Section 4.09 Existence of Vacancies. A vacancy in the Board of Directors exists in case if the happening of any of the following events:

1. The death, incapacity, resignation or removal of any Officers
2. The creation of another authorized Officer or Director position

A vacancy does not require an immediate fulfillment, however the vacancy must be filled at the next assigned meeting of the Association's voting Membership.

Section 4.10 Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a quorum vote of the Association's voting Membership at the next Association meeting. Nominations will be made in the manner described in Section 4.06 of the Association's Bylaws. The Officer or Director will be chosen to serve the remaining term of the vacant office. If the Board of Directors accepts the resignation of an Officer or Director for a future date, the voting Membership may select a successor to take office immediately upon the effective date of the resignation. In the event that the next meeting of voting Membership does not meet quorum, the vacancy will be filled by a majority vote of the remaining Board of Directors' Members.

Section 4.11 Place and Number of Meetings. Meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the

Board of Directors or by consent of all Officers and Directors. The Board of Directors shall hold as many meetings as are required to properly communicate and make decisions for the Association, but at least on the 2nd Wednesday of every Month. Meetings may be held via electronic means so long as Quorum is met and all Board members present can participate as if the meeting were held in person.

Section 4.12 Annual and Special Meetings. Special Meetings of the Board of Directors for any purposes may be called at any time by the President, or if the President is absent, or unable or refuses to act, by a majority of the Officers and Directors in office.

Section 4.13 Notice of Meetings. A Regular Meeting of the Board of Directors may not be held without prior notice. Notice of the time and place of Regular Meetings of the Board shall be given personally or via electronic means within seven (7) days of any such meeting. The general nature of the meeting (agenda) should be explained in any notice. Special Meeting may be held without notice as long as quorum requirements are met.

Section 4.14 Quorum and Voting. A simple majority of the elected and qualified Officers and Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board of Directors present at a meeting at which a quorum was present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by these Bylaws. Each Member of the Board of Directors is entitled to one (1) vote. Voting by proxy is permitted if deemed necessary.

Section 4.15 Presumption of Assent. An Officer or Director who is present at any meeting of the Board of Directors, or a committee thereof of which the Officer or Director is a Member, at which action on an Association matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting, unless the Officer or Director files a written dissent to the action with the person acting as secretary of the meeting before or promptly after the adjournment thereof. An Officer or Director who is absent from a meeting of the Board of Directors, or a committee thereof of which the Officer or Director is a Member, at which any such action is taken is presumed to have concurred in the action unless the Officer or Director files a dissent with the Secretary of the Association within 48 hours of obtaining knowledge of the action.

Section 4.16 Action by Unanimous Written Consent. Any action, required or permitted, to be taken by the Board of Directors may be taken without a meeting and

with the same force and effect as if taken by a unanimous vote of the Board of Directors if authorized by writing and signed individually or collectively by all Officers. Such consent shall be filed with the regular minutes of the Board of Directors.

Section 4.17 Committees. Committees of the Board of Directors shall be standing or special. The Board of Directors or the President of the Association may refer to the proper committee any matter affecting the Association or any operations needing study, recommendation, or action. The Board of Directors may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Oregon Nonprofit Corporation Act.

BYLAW V – BOARD OF DIRECTORS

Section 5.01 Association Officers. The Officers of the Association shall be the President, Treasurer and Secretary.

1. **President;** the President shall be the Chief Executive Officer (CEO) of the Association and the Chairman of the Board of Directors, but subject to the direction and supervision of the rest of the Board of Directors and the General Membership; shall have general charge of the business affairs and property of the Association. The President shall preside at all meetings of the Board of Directors and General Membership. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.
2. **Treasurer;** the Treasurer shall be the Chief Financial Officer (CFO) of the Association; have custody of all Association funds; keep full and accurate accounts of all receipts and disbursements of the Association, an inventory of assets, and a record of the liabilities of the Association; deposit all money and other securities in such depositories as may be designated by the Board of Directors disburse the funds of the Association as ordered by the President or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate designees or committees. The Treasurer shall serve as a successor to the President of the Association

should they be unable or unwilling to perform their duties, until such a time a new President can be elected by the Association Membership.

3. **Secretary**; the Secretary shall be the Chief Operating Officer (COO) of the Association; cause to be kept at the principal office of the Association, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the Association (if any), the Membership log and paperwork, and a book of minutes of all meetings of Board of Directors, Committees and General Membership. The Secretary shall keep detailed minutes for all Board of Directors and General Meetings. The Secretary shall keep a Membership Log that includes all Member information including name and address of each Member, and the date upon which the Membership ceased. The Secretary shall give the notices of the special meetings of the voting Members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of the Association. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

Section 5.02 Association Directors. The Executive Committee may establish additional Director positions as it deems appropriate with such duties and responsibilities as it shall designate, except that no director has the power to do any of the things a director is prohibited from doing under the Oregon Nonprofit Corporation Act.

Section 5.03 Salaries. There will be no salaries paid to any Association Officers or Directors, *however* reasonable expenses incurred on behalf of the Association *may* be reimbursed, with approval from the Finance Committee.

Section 5.04 Annual Transitions. To maintain Association continuity, Officers and Directors whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, Officers whose terms of office have expired shall take appropriate steps to substitute their successors on all of the Association's financial accounts and signature cards, (see Section 08.04.01).

BYLAW VI – PROFESSIONAL COACHES & GUESTS

Section 6.01 Definition. A Professional Coach is approved by the Board of Directors and hired by the Executive Committee to provide instruction to the Playing Members of the Association. A Professional Coach need not be a Member of the Association.

Section 6.02 Privileges. Each Professional Coach may enjoy all the privileges of the Association, except that they may not serve on the board of the association. A Professional Coach may serve as a Manager, Chairperson or Committee Member for any committee designated by the Association.

Section 6.03 Approval. To become an official Professional Coach of the association, a candidate must be approved by a majority vote of the association's board members at a meeting designated for such a vote. The association membership may veto the board's decision by a $\frac{2}{3}$ majority vote. The head coach of any association program or team, as designated by the board of directors, may hire and fire assistant coaches at their discretion. Assistant Coaching status will not affect the membership rights or status of a member in good standing with the Association.

Section 6.04 Coaching Authority. Coaches will be granted full authority on all matters related to the play of the game, including play time, player positions, game strategy, practice schedule and execution, and all other matters traditionally controlled by a team's Coach.

Section 6.05 Guests. Each Member of the Association may bring guests to Association events. Each Member of the Association is responsible for the conduct of, and indebtedness incurred by, their guests admitted to the Association's facilities or events.

BYLAW VII – PROHIBITED ACTIVITIES

Section 7.01 Actions Jeopardizing Tax Status. This Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code of 2018, as amended, or the corresponding provision of any future United States internal revenue law.

Section 7.02 Private Inurement. No part of the net income or net assets of the Association shall inure to the benefit of, or be distributable to, its Officers, Directors, Chairpersons or Members. Specifically, Association revenue generated from non-members shall not be used to the personal advantage of the Members (such as in reduced dues, improved facilities, and the like). However, the Association is authorized

to pay reasonable compensation to employees for services actually rendered and to make payments and distributions in furtherance of its tax exempt status.

Section 7.03 Non-Discrimination. In the conduct of all aspects of its activities, the Association shall not discriminate on the grounds of race, color, sexual preference, national origin, religion or gender.

Section 7.04 Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Association (a “fiduciary”) is in a position to promote a competing interest instead. Fiduciaries include all Association employees, Officers, Directors, Chairpersons or Members of any Association Committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Association and work to the detriment of the Association. All conflicts must be disclosed to the Board of Directors and the individual with a conflicting interest must not participate in judging the merits of that interest. That individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When all of these are done, the conflict is discharged.

BYLAW VIII – OTHER FINANCIAL MATTERS

Section 8.01 Property of the Association. The title of all property of the Association, both real and personal, shall be vested in the Association.

Section 8.02 Disposition upon Dissolution. Upon the dissolution or winding up of the Association, or in the event it shall cease to engage in carrying out the purpose and goals set forth in these Bylaws, all of the business, properties, assets and income of the Association remaining after payment, or provision for payment, of all debts and liabilities of this Association, shall be distributed to a nonprofit fund, association, or corporation which is organized and prepared exclusively for tax exempt purposes which are reasonably related to the purpose and goals of this Association, as may be determined by the Board of Directors of this Association in its sole discretion and which is established in its tax exempt status under section 501(c)(3) of the Internal Revenue Code, as amended.

Section 8.03 Contracts. The Board of Directors may authorize an Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to be liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of

Directors without specification of the executing Officer, the President, either alone, or with the, or without the Secretary, may execute the same in the name of, and on behalf of, the Association, and any such Officer may affix the corporate seal (if any) of the Association thereto.

Section 8.04 Financial Accounts. The Association may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Association purposes. All checks, drafts, other orders for the payment of money, bank cards, and all notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officers or agents of the Association, and in such a manner, as is determined by the Board of Directors from time to time. Bank Card issuance in addition to the Treasurer must be approved by the Finance Committee.

Section 8.04.01 Changes of Financial Authority. Upon completion of the Annual General Meeting, within 30 days, the ex-President (or incumbent) shall draft an "Annual Letter" to present to all financial institutions notifying them of the newly elected Association Officers.

Section 8.04.02 Annual Letter. The Annual Letter shall include, but is not limited to; the names and titles of newly elected officers, all bank account numbers and housing financial institutions, and the signature of the ex-President and newly elected President if they are not one in the same, the original and signed minutes from the most recent Annual General Meeting that names the new Association Officers, and a copy of these Bylaws.

Section 8.05 Financial Statements and Reports. The Association Treasurer, or their designee, or an appointed independent contractor shall at such time as the Board of Directors determines prepare for the Association as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The Treasurer or auditor shall also prepare such financial data as may be necessary for the returns or reports required by the State or Federal Government to be filed by the Association. Any expenses incurred in the preparation of these documents shall be proper expenses of administration.

Section 8.06 Limitations on Debt. No debt shall be incurred by the Association beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Association unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any Officer or Director of the Association. Any Officer or Director who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it has been fully repaid.

Section 8.07 Liability of Association Officers of Directors. No Officer or Directors of the Association shall be personally liable to its creditors for any indebtedness or liability and any and all creditors shall look only to the Association assets for payment. Further, neither any Officer, the Board of Directors, nor any of its individual Members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

Section 8.08 Liability of Members. No Member of the Association shall be personally liable to its creditors or for any indebtedness or liability and all creditors shall look only to the Association's assets for payments.

Section 8.09 Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the Association. Cessation of Membership shall operate as a release and assignment of the Association to such Member.

Section 8.10 Fiscal Year. The fiscal year of the Association shall be from each January 1 – December 31.

BYLAW IX – COMMITTEES

Section 9.01 Committee Powers. Committees of the Association shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Association or any operations needing study, recommendation, or action. The Board of Directors may establish such special committees or standing committees in addition to those specified in this bylaw as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Oregon Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

Section 9.02 Limitations. Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors and Association. No Member of any committee, without the prior consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Association or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the individual Officers of the Association.

Section 9.03 Committee Membership. The Board of Directors shall appoint the Members of such committees, and also select the Committee Chairpersons. Any Member of the Association, including Members of the Board of Directors and appointed agents, may be appointed in such committees. Every committee shall consist of at least two (2) persons. Committee Members serve at will and may serve as long or as little as determined by the Board of Directors or the Committee Chairperson.

Section 9.04 Standing Committees. In addition to other committees the Board may establish from time to time, the following will be standing committees of the Association:

1. **Executive Committee;** the Executive Committee is composed of the Officers of the Association (the President, Treasurer and Secretary), as well as any additional designees appointed by the Officers. This Committee is responsible for the daily operations of the Association and sets the agenda for all General Meetings and Meetings of the Board of Directors. The Executive Committee should meet as often as required to conduct the business of the Association, but should meet at least before each Meeting of the Board of Directors and before the Annual General Meeting. The President of the Association is the Chairperson of this Committee.
2. **Finance Committee;** the Finance Committee is composed of the President, the Treasurer, and any additional designees as appointed by the Board of Directors. This Committee is responsible for overseeing and managing the Association's fundraising, sponsorship procurement, charitable endeavors, tax obligations and long-term financial planning. The Finance Committee should meet frequently to be kept aware of the financial health of the Association. The Treasurer of the Association is the Chairperson of this Committee.

Section 9.05 Special or Sub-Committees. The Board of Directors may establish such special or sub-committees as it deems appropriate from time to time. Special or

sub-committees shall have the duties and responsibilities as the Board of Directors may designate from time to time.

Section 9.06 Reporting. The Committee Chairperson, or their designee, shall report to the board of directors at each meeting of the board a status update on matters referred to their committee, or new activities the committee is working on the board may not be aware of.

BYLAW X – INDEMNIFICATION

Section 10.01 Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was an Officer or Director of the Association or, while serving as an Officer or Director of the Association, is or was serving at the request of the Association as an agent, Officer, Director, partner, trustee, employee of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, whether the bases of the proceeding is alleged action in an official capacity as an Officer, Chairperson, Director or agent or in any other capacity while serving the Association, shall be indemnified and held harmless by the Association to the fullest extent authorized by state law., as it exists or may be amended, against all expenses, liability, and loss reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be an Officer and shall inure to the benefit of his or her heirs, executors and administrators; provided however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Association shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person on if the proceeding, or part thereof, was authorized by the Board of Directors of the Association. To the extent authorized by state law, the Association may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this bylaw shall be a contract right.

Section 10.02 Non-Exclusivity Rights. The right to indemnification conferred in this bylaw shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the Bylaws of Organization, bylaw, agreement, vote of Members or disinterested Officers and Directors, or otherwise.

Section 10.03 Indemnification of Officers and Agents of the Association. The Association may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to payment by the Association, for expenses incurred in defending any proceeding before its final disposition, to any Officer, Director, or agent of the Association to the fullest extent of the provisions of this bylaw with respect to the indemnification and advancement of expenses of Officers or Directors of the Association.

Section 10.04 Changes in United States or Oregon Law. If there is any change of federal or state statutory provisions applicable to the Association relating to the subject matter of this bylaw, then the indemnification to which any person shall be entitled under this bylaw shall be determined by the changed provisions, but only to the extent that the change permits the Association to provide broader indemnification rights than the provision permitted the Association to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these Bylaws to conform to any such changes statutory provisions.

Section 10.05 Amendment or Repeal of a Bylaw. No amendment or repeal of the Bylaws shall apply to or have any effect on any Officer, agent, Director or Member of the Association for or with respect to any acts or omissions of the Officers, agents, Directors or Members occurring before the amendment or repeal.

Section 10.06 Impact of Tax Exempt Status. The rights to indemnification set forth in this bylaw are expressly conditioned upon such rights not violating the Association's status as a tax exempt organization described in section 501(c) of the Internal Revenue Code of 2018, as amended.

BYLAW XI – AMENDMENTS TO BYLAWS

Section 11.01 Adoption. These Bylaws must be adopted by the Board of Directors of the Association and then may be confirmed by the voting Membership at the inaugural Annual General Meeting. Subsequently, these Bylaws may be amended, restated or repealed by a majority vote of the voting Membership.

Section 11.02 Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall always be kept at the principal office of the Association for the transaction of business, and shall be open to inspection by the Members, Officers, Directors at all reasonable times.

