

**BYLAWS  
OF  
MT. HOOD YOUTH FOOTBALL ASSOCIATION  
an Oregon Nonprofit Corporation**

**ARTICLE I  
PURPOSE**

The corporation will be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to limitations stated in the Articles of Incorporation, the purposes of this corporation will be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(C)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This corporation's primary purpose shall be promote, develop, and administer the game of football among youth, residing within Oregon (primarily in East Multnomah County and Clackamas County).

**ARTICLE II  
MEMBERSHIP**

1. **Membership.** Members of this corporation will be non-profit corporations similarly organized to provide youth football programs within the geographic boundaries of a single high school attendance area ("Member Association"). Provided, however, if all adjoining Member Associations mutually agree on an annual basis to a boundary different than the geographic boundaries of the high school attendance areas, such agreed upon boundaries shall be submitted to the Board of Directors for approval before June 1 of each year. If an adjusted boundary cannot be agreed upon by the presidents of the two Member Associations involved by June 1, the Board of Directors will render a decision by August 1.

2. **Membership List.** The Secretary of the corporation will be responsible for maintaining an electronic list of Member Associations. The president of each Member Association will be responsible for maintain non-profit status with the State of Oregon, Department of Justice, and the Internal Revenue Service.

3. **New Members.** Any association seeking membership in the corporation must submit a written request to the President prior to the annual meeting of the Board of Directors.

4. **Member Expulsion.** Each Member Association shall be entitled to one week's prior notice of any meeting at which its expulsion from membership of the corporation is to be considered. Each Member Association waives its right to pursue, commence or maintain any legal challenge, proceeding or action arising under or related to the action of expulsion of membership to the corporation. There shall be no appeal to any court, arbitrator or any other person or entity.

**ARTICLE III  
BOARD OF DIRECTORS**

1. **Duties.** The affairs of the corporation will be managed by the Board of Directors.
2. **Number and Qualifications.** The number of Directors may vary between a minimum of three and a maximum of seven. The exact number shall be determined by membership of each Member Association and voted on by a resolution of the Board of Directors.
3. **Term and Election.** The Directors shall be elected by majority vote of the Board then in office at the annual meeting of the Board of Directors, to serve for two years. Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor has been elected by the Board of Directors or the number of Directors is decreased. Directors need not be residents of the state of Oregon. A Director may serve for any number of terms without limitation.
4. **Removal.** Any Director may be removed, with or without cause, by a vote of two thirds of the Directors then in office. Any Director may also be removed by chronic unexcused absences from Board meetings, defined as three or more unexcused absences during a Director or Officer's term.
5. **Vacancies.** Vacancies on the Board of Directors and newly created Board positions will be filled by the Member Association caused with the vacancy and by a majority vote of Directors then on the Board.
6. **Quorum and Action.** A quorum at a Board meeting will be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If any time the Board consists of an even number of members and a vote results in a tie, then the vote of the president shall be the deciding vote. If a quorum is present, action can be taken by a majority vote of the Directors present, except as otherwise provided by these Bylaws, the Articles of Incorporation, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board Member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other Board Members participating in the meeting.
7. **Regular Meetings.** Regular meetings of the Board of Directors will be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.
8. **Special Meetings.** Special meetings of the Board of Directors will be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, will be delivered to each Director personally, by telephone, email, or mail, not less than two days prior to the special meeting.

9. **Meeting by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications, or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All participating Directors will be informed that a meeting is taking place at which official business may be transacted.

10. **No Salary.** Directors will not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

11. **Action by Consent.** Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, will be signed by all the Directors. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

#### ARTICLE IV COMMITTEES

1. **Executive Committee.** The Board of Directors may elect an Executive Committee. The Executive Committee will have the power to make ongoing decisions between Board meetings and will have the power to make financial and budgetary decisions.

2. **Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees. Such committees shall hold office at the pleasure of the Board of Directors.

3. **Quorum and Action.** A quorum at a Committee meeting exercising Board authority will be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

4. **Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, other sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

#### ARTICLE V OFFICERS

1. **Titles.** The offices of this corporation will include a President, Vice-President, Secretary, Treasurer, and any other office approved by the Board of Directors.

2. **Election and Tenure of Office.** The Board of Directors will elect the officers to serve for two year terms consistent with the corporation's fiscal year. An officer will

nonetheless remain in his or her position until his or her successor is duly appointed. Any officer may hold more than one officer position except for the offices of President and Secretary. Any officer may be re-elected in subsequent years without limitation. Any officer may be removed; wither with or without cause; by resolution of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective provided that the Board of Directors may reject any post-dated resignation by notice in writing to the resigning officer.

3. **Vacancy.** A vacancy of any office because of death, resignation, removal or disqualification will be filled by a special meeting of the Board of Directors following the vacancy to elect a new officer.

4. **Forfeiture of Corporate Property.** Upon the death, removal or resignation of an officer, all property belonging to the corporation shall be returned to the President or a member of the Board of Directors within two days of the event. Property of the corporation includes but is not limited to: check books, equipment, etc.

5. **Compensation.** No officer shall receive compensation for his or her service as an officer. However, at the direction of the Board of Directors, an officer may be reimbursed for expenses incurred in carrying out his or her duties as an officer.

6. **President.** The President will be the chief officer of the corporation. The President will have any other powers and duties as may be prescribed by the Board of Directors.

7. **Vice-President.** The Vice-President will serve as general support to the President. The Vice-President will have any other powers and duties as may be prescribed by the Board of Directors. In the absence or disability of the President, the duties and powers of the President shall be performed and exercised by the Vice-President.

8. **Secretary.** The Secretary will have the overall responsibility for all record keeping. The Secretary will perform, or cause to be performed, the following duties: (a) official recording of minutes of all proceedings of the Board of Directors meetings and actions; (b) provision for notice of all meetings of the Board of Directors; (c) authentication of the records of the corporation; and (d) any other duties as may be prescribed by the Board of Directors.

9. **Treasurer.** If appointed, the Treasurer will have overall responsibility for all corporate funds. The Treasurer will perform, or cause to be performed, the following duties: (a) maintain full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disburse all funds when proper to do so; (d) make financial reports as to the financial condition of the

corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

## ARTICLE VI INSURANCE

1. **Required Insurance.** For the benefit of the corporation and the members, the Board of Directors shall obtain, maintain, provide proof of continuous coverage and shall pay for Liability Insurance. The corporation shall maintain comprehensive general liability insurance coverage insuring the corporation and the Board of Directors against liability to the public, including legal liability arising out lawsuits. Limits of liability under such insurance shall not be less than One Million Dollars (\$1,000,000.00) on a combined single limit basis. Such policy or policies shall be issued on a comprehensive liability basis and shall provide a cross-liability endorsement wherein the right of named insured's under the policy or policies shall not be prejudiced as respects his, her or their action against another named insured.

## ARTICLE VII CORPORATE INDEMNITY

The corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person will have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation will interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally, and otherwise.

## ARTICLE VIII PROVISIONS

1. **Amendment to Bylaws.** These Bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director will be given at least seven days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice will state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and will contain a copy of the proposed amendment.

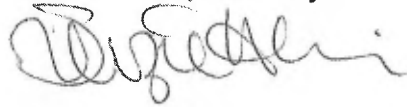
2. **Action Without a Meeting.** Any action which the law, the Articles of Incorporation, or these Bylaws require or permit the Directors to a meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed in the records and minutes of the corporation.

ARTICLE IX  
NONDISCRIMINATION

The corporation does not discriminate on the basis of race, color, national and ethnic origin, sex, sexual orientation, gender identity, or disabled status in the administration of its educational policies, admission policies, scholarships, loan programs, and athletic and other school administered programs.

Amended February 21, 2020.

Suzie Albin, Secretary

A handwritten signature in cursive script, appearing to read "Suzie Albin", written in dark ink.