

BYLAWS OF LANE COUNTY SOCCER REFEREES ASSOCIATION, INC.

ARTICLE I - OFFICES

The principal office of the corporation in the State of Oregon shall be located at 5741 Peridot Way, Springfield, Oregon.

ARTICLE II - MEMBERS

1. ANNUAL MEETING - The annual meeting of the members shall be held at the last meeting of the calendar year. Beginning with the year 1989 at the hour of 7:00 P.M. for the purpose of electing directors and for the transaction of such other business as may come before the meeting.
2. SPECIAL MEETINGS - Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president at the request of not less than fifty percent (50%) of all the members of the corporation entitled to vote at the meeting.
3. PLACE OF MEETING - The directors may designate any place, either within or without the state unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the state unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.
4. NOTICE OF MEETING - Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be e-mailed not less than five (5) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary/ treasurer, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting.
5. CLOSING OF MEMBERSHIP LIST - For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the directors of the corporation may provide that the membership list be closed for a stated period but not to exceed, in any case, fifty (50) days. If the membership list shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such list shall be closed for at least ten (10) days immediately preceding such meeting. IN lieu of closing the membership list, the directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than fifty (50) days and in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If the membership list is not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of

members, the date on which notice of the meeting is mailed or shall be the record date for such 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.

6. QUORUM - At any meeting of members sixty percent (60%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than said number of the outstanding shares are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. 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.

7. PROXIES - At all meetings of members, a member may vote by proxy executed in writing or e-mail by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary/treasurer of the corporation before or at the time of the meeting.

8. VOTING - Each member entitled to vote in accordance with the terms and provisions of the certificate of incorporation and these bylaws shall be entitled to one vote. Upon the demand of any member, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the certificate of incorporation or the laws of this state.

9. MEMBER - The term "member" is defined as any individual who has paid the annual membership fee or made suitable arrangements for payments of the fee with secretary/treasurer of the corporation. The right of any person to apply for, and retain, membership status in the corporation is subject to the approval of the corporation's board of directors. No individual's existing membership status, or right to apply for membership status, shall be revoked or denied without good cause.

10. JUNIOR MEMBER - The term "junior member" is defined as any individual who meets the requirements of a member, is under 18 years of age, and does not officiate High School or City League matches. Junior members will pay dues at a lower rate than members.

ARTICLE III - BOARD OF DIRECTORS

1. GENERAL POWERS - The business and affairs of the corporation shall be managed by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these bylaws and the laws of this state.

2. NUMBER, TENURE AND QUALIFICATION - The number of directors of the corporation shall be five (5). Four (4) of these shall be elected by the members at the annual meeting of the corporation and they shall hold the offices of President, Secretary/Treasurer, , Member-At-Large, and Training Officer. The fifth director shall be selected by the four elected directors and that person shall hold the office of Commissioner. Each director shall hold office for two years. The President and Secretary/Treasurer will be elected in odd years. The Member-At-Large and Training Officer will be elected in even years. The Commissioner will hold office for two years and appointed in even years. Each director shall hold office until the next annual meeting in the year of term expiration and until a successor shall have been elected and qualified.

3. REGULAR MEETINGS - A regular meeting of the directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The directors may provide, by resolution, the time and place for the holding of additional regular meeting without other notice than such resolution.

4. SPECIAL MEETINGS - Special meetings of the directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

5. NOTICE - Notice of any special meeting shall be given to each director individually. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting.

6. QUORUM - At any meeting of the directors, three (3) directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. MANNER OF ACTING - The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES - Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

9. REMOVAL OF DIRECTORS - Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

10. RESIGNATION -- A director may resign at any time by giving written notice to the board, the president or the secretary/treasurer of the corporation. Unless otherwise specified in the

notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. COMPENSATION - No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

12. PRESUMPTION OF ASSENT - A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary/**treasurer** of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary/**treasurer** of the corporation immediately after the adjournment of the meeting. Such right to dissent shall no apply to a director who voted in favor of such action.

ARTICLE IV - OFFICERS

1. NUMBER - The officers of the corporation shall be a president, a secretary/**treasurer**, a member-at-large, and training officer, each of whom shall be elected by the membership and each of whom shall serve on the board of directors.

2. ELECTION AND TERM OF OFFICE - The President and the Secretary/**Treasurer** of the corporation shall be elected in odd years by the members. The Member-At-Large and Training Officer shall be elected in even years by the members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

3. REMOVAL - Any officer elected or appointed by the members may be removed whenever in the judgment of the members, the best interests of the corporation would be served thereby.

4. VACANCIES - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the members for the unexpired portion of the term.

5. PRESIDENT - The president shall be the principal executive officer of the corporation and shall in general supervise the affairs of the corporation. He/she shall preside at all meeting of the members and of the directors. He/she is authorized to act on the corporation's behalf with regard to the execution of any binding contracts or other agreements.

6. SECRETARY/**TREASURER** - The secretary/**treasurer** shall keep the minutes of the members and of the directors meeting, shall be responsible for insuring that all notices are duly given in

accordance with the provisions of these by laws or as required, shall be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each member which shall be furnished to the secretary/treasurer by such member, and in general perform all duties incident to the office of secretary/treasurer, including, but not limited to, publication of any newsletters authorized by the board of directors and officers. He/she shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks or other depositories as shall be selected in accordance with these bylaws and in general perform all of the duties incident to the office of treasurer.

7 . TRAINING OFFICER – He/she shall be responsible for overseeing the continuing education of the membership as it relates to their duties as soccer referees.

8 . COMMISSIONER – He/she shall be responsible for overseeing the selection of members to referee any and all games which may be the responsibility of the corporation. He/she shall represent the corporation, with the president, in negotiations with individuals or institutions requiring the services of the members of the corporation as referees.. He/she shall in general all of the duties incident to that office and such other duties as, from time to time, may be assigned to him by the president or directors.

10. MEMBER-AT-LARGE - He/she shall be the liaison between the membership and the board of directors.

ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS - The directors may authorize any officer or officers, agent or agents, 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.

2. LOANS - No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of a majority of the directors and members.

3. CHECKS, DRAFTS, ETC. - All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

4. DEPOSITS - All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may select.

ARTICLE VI - FISCAL YEAR

The fiscal year of the corporation shall begin the 1st day of January in each year.

ARTICLE VII - SEAL

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words "Corporate Seal". That seal is impressed on the margin hereof is hereby adopted as the seal of the company.

ARTICLE VIII - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX - AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of the members representing a majority of all member entitled to vote at any annual members' meeting or at any special members' meeting when the proposed amendment has been set out in the notice of such meeting.

READ AND ADOPTED the day of , 2000.

President:

Training Officer:

Secretary/Treasurer:

Commissioner:

Member Representative: