

**AMENDED AND RESTATED BYLAWS OF
LANE COUNTY SOCCER REFEREES ASSOCIATION**
(An Oregon Nonprofit Corporation)

ARTICLE 1: DEFINITIONS

SECTION 1.1: “Member” means a general reference to all persons who have so qualified for such classification pursuant to the provision of these Bylaws. Other corporations or business entities shall not qualify as Members.

SECTION 1.2: “Youth Member” mean all Members of the Association who are members under the age of eighteen.

SECTION 1.3: “Bylaws” means these Amended and Restated Bylaws of the Association.

SECTION 1.4: “Association” means Lane County Soccer Referees Association (“LCSRA”).

SECTION 1.5: “Disinterested Director” shall mean a member of the Board of Directors (a) not seeking compensation for services or otherwise receiving a financial benefit directly or indirectly; or (b) a Director who is not the subject of a vote for removal from the Board of Directors.

SECTION 1.6: “Quorum” means (a) two-thirds (2/3) or a greater number of the total number of Directors; or (b) the number of Members present at a membership meeting.

SECTION 1.7: “Supermajority” means two-thirds (2/3) of the total number of Directors or Members present at a membership meeting.

SECTION 1.8: “Director-Officer” means a Member who is both a Director and Officer by having been elected or appointed pursuant to SECTION 5.3.

ARTICLE 2: MEMBERSHIP, OFFICES, AND PURPOSES

SECTION 2.1: MEMBERSHIP

The Association shall have Members within the meaning of ORS Chapter 65 and as further defined and limited herein.

SECTION 2.2: PRINCIPAL OFFICES

The principal office of the Association shall be located at 425 E 32nd Ave, Eugene OR 97405. The Association may change its principal office upon notice to the Members.

SECTION 2.3: CHANGE OF ADDRESS

The designation of the Association’s principal office may be changed from time to time by the Board of Directors, which change of address shall be effective upon written notice to all Members.

SECTION 2.4: OTHER OFFICES

The Association may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

SECTION 2.5: GENERAL PURPOSE

The purposes of the Association are (1) Promote soccer refereeing in Lane County, Oregon; (2) train, support, and develop effective and healthy soccer referees; and (3) assist referees and non-profit soccer leagues for scheduling matches.

SECTION 2.6: DURATION

The duration of the Association shall be perpetual, but may be dissolved at any time upon the vote of a Supermajority of the Board of Directors.

ARTICLE 3: SOCIAL WELFARE PURPOSES

SECTION 3.1: IRC SECTION 501(c)(4) PURPOSES

This Association is organized as a nonprofit corporation and shall be operated exclusively for educational, cultural, scientific, literary and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code. The primary purpose of this Association shall be to promote soccer refereeing in Lane County, Oregon, to provide training education and assist referees in soccer leagues for scheduling matches.

SECTION 3.2: SPECIFIC OBJECTIVES AND PURPOSES

Within the scope of the foregoing purposes, the specific pursuits and objectives of this Association shall be as follows:

- (a) To promote a general interest in and development of soccer refereeing in Lane County, Oregon.
- (b) To provide training and education to soccer referees.
- (c) To provide assistance in scheduling referees.
- (d) To do any and all things necessary or incidental to carry out the purposes hereinabove set forth in this paragraph.

ARTICLE 4: DIRECTORS

SECTION 4.1: NUMBER

The Board of Directors (referred to herein individually as “Directors”) shall consist of between one (1) and seven (7) Directors. The number may be changed by a super majority of the Members.

SECTION 4.2: ELECTION AND RELATIONSHIP TO OFFICERS

The Board of Directors and each of them shall be composed of the same Members elected or appointed as the Officers holding the titles President, Member Representative, Trainer, Treasurer, and Secretary who shall be elected or appointed in the same manner and for the same terms provided in ARTICLE 5.

SECTION 4.3: POWERS

Subject to the provisions of the Oregon Nonprofit Corporation Act and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4.4: SPECIFIC POWERS AND DUTIES

It shall be the duty of the Board of Directors to:

- 4.4.1 Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- 4.4.2 Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Association;
- 4.4.3 Supervise all officers, agents and employees of the Association to assure that their duties are performed properly;
- 4.4.4 Meet at such times and places as required by these Bylaws;
- 4.4.5 Register their email addresses with the Secretary and notices of meetings given in accordance with these bylaws shall be valid notices thereof;
- 4.4.6 Consider for approval or rejection the Association's annual budget. If the annual budget is not approved at the start of each calendar year, the Association shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;
- 4.4.7 Establish annual dues for the various classes of Members and to determine the rights and obligations for each class of Member not otherwise stated in these Bylaws;
- 4.4.8 Make a yearly evaluation of the Association's fulfillment of its purposes as set forth in the Bylaws and the need to continue the existence of this entity going forward;
- 4.4.9 To adopt and alter a common seal of the Association including, without limitation, such seal or seals in the form of a design or logo to be worn as a badge or otherwise by Members in performance of their official match duties;
- 4.4.10 Investigate and propose to the Members the revision of membership classes and the rights and privileges of the various classes of Members;
- 4.4.11 Investigate and propose modifications of the Bylaws to the Members;

- 4.4.12 To adopt and alter a Disciplinary and Grievances Procedures Policy;
- 4.4.13 Such other duties as are customary for the Directors of a Nonprofit Social Welfare entity organized under Section 501(c)(4) of the Internal Revenue Code; and
- 4.4.14 Vote for the creation of all Work Groups and adopt such procedures to govern operations of Work Groups (or if necessary, for specific Work Groups).

SECTION 4.5: QUALIFICATION OF DIRECTORS

Directors must be:

- 4.5.1 An Active Member in Good Standing and;
- 4.5.2 Must have a working email address which such Member monitors regularly.

SECTION 4.6: COMPENSATION

- 4.6.1 Directors shall serve without compensation by the Association.
- 4.6.2 Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore so long as such compensation is approved by a unanimous vote of the Disinterested Directors.

SECTION 4.7: PLACE OF MEETINGS

Annual Meetings of the Board of Directors' shall be held at the same location as the Annual Meeting of the Members and otherwise meetings shall be held at places and times as may be agreed to by a majority of the Board of Directors. Meetings may be held in person, by remote communication, or any other means or combinations thereof permitted under ORS Chapter 65, as that chapter may, from time to time, be amended.

SECTION 4.8: ANNUAL MEETINGS

An annual meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the Members.

SECTION 4.9: SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by any one-third (1/3) of the then-current Board of Directors, President, presiding officer, or, if different, by the persons specifically authorized under ORS Chapter 65 to call Special Meetings of the Board.

SECTION 4.10: NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- 4.10.1 If the time and place of a Board of Directors' meeting is fixed by these Bylaws, or is scheduled by the Board in a manner that informs all Directors of the time and place without additional notice, the meeting is a regular meeting. All other meetings are special meetings.
- 4.10.2 **Annual Meetings.** The President of the Association shall give, or cause to be given, at least sixty (60) days' prior notice to each Director.
- 4.10.3 **Regular Meetings.** The President of the Association shall give, or cause to be given, at least thirty (30) days' prior notice to each Director.
- 4.10.4 **Special Meetings.** The President of the Association shall give, or cause to be given, to each Director at least two (2) days' prior notice if notice is by electronic mail or at least seven (7) days' prior notice if notice is by another means.

4.10.5 **Notice.**

(a) The primary means for the provision of notice shall be via electronic mail to the Director at the electronic mail address as it appears on the records of the Association, and shall be effective when notice is received or two days after the notice is sent, if the notice is correctly addressed.

(b) If notification is provided by mail (including the U.S. Postal Service, express courier services and the like), such notice shall be deemed to be effective at the earlier of when deposited in the mail addressed to the Director at his or her address as it appears on the records of the Association, with postage prepaid.

(c) Personal notification may also include oral in-person notification, notification by telephone, facsimile, or other electronic means; provided, however, such notification shall be subject to any and all acknowledgment requirements as may be set forth in ORS Chapter 65, as that chapter may, from time to time, be amended.

(d) If a meeting is conducted by any means of communication technology other than in-person, all participating Directors must be informed that a meeting is taking place at which official business may be transacted.

4.10.6 **Waiver of Notice.**

(a) A Director may at any time waive any notice required by ORS Chapter 65, the Articles of Incorporation or these Bylaws. Except as provided in subsection (b) of this section, the waiver must be in writing and may be a document that is transmitted electronically. The waiver must also be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.

(b) 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 assent to any action taken at the meeting.

SECTION 4.11: LOSS OF QUORUM

In the absence of a continued Quorum at any meeting of the Board of Directors already in progress, a majority of the members of the Board of Directors present may adjourn the meeting.

SECTION 4.12: BOARD ACTION

Unless the Articles of Incorporation, these Bylaws or provisions of law require a greater or lesser voting percentage or different rules for approval of a matter by the Board, every act or decision done or made upon a majority vote of the Directors present at a meeting duly held at which a Quorum is present is the act of the Board of Directors.

SECTION 4.13: BOARD VOTING PERCENTAGES

The following voting percentages shall be required for any motion, act or decision to be a valid motion, act or decision of the Board of Directors:

| Matter to be Voted On | Number of Affirmative Votes Required |
|--|---|
| (a) General business matters | Majority of the Board of Directors then in office. |
| (b) Election of Work Group | Majority of the Board of Directors then in office. |
| (d) Removal of Officers subject to removal by Board | Supermajority of the Board of Directors then in office. |
| (e) Amendment to Rules and Policies | Supermajority of the Board of Directors then in office. |
| (f) Appointment of Director-Officer in the event no Member stands for election (Section 5.3.6) | Supermajority of the Board of Directors then in office. |
| (g) Approval of Work Group Final Proposal | Supermajority of the Board of Directors then in office. |

SECTION 4.14: CONDUCT OF MEETINGS

- 4.14.1 Meetings of the Board of Directors shall be presided over by the President, or in his or her absence, by an acting Chairperson chosen by a majority of the Directors present at that meeting. The Secretary of the Association shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.
- 4.14.2 Meetings shall be governed by such procedures as may be approved from time to time by the Board, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. The Board of Directors will substantially follow the procedures and actions of the then current version of *Robert's Rules of Order* to the extent practicable.
- 4.14.3 Directors may participate in a Regular or Special Meeting through use of any communication technology, so long as all people participating in such meeting communicate simultaneously. For the purposes of this subsection "simultaneously" shall not include electronic mail. Participation in a meeting pursuant to this subsection constitutes presence in person at such meeting.

SECTION 4.15: VACANCIES; RESIGNATIONS

- 4.15.1 Vacancies on the Board of Directors shall exist: (1) whenever the number of authorized Directors is increased and (2) whenever a Director resigns from office or is removed.
- 4.15.2 Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors. Resignation by a Director will also be deemed to be resignation of the same person as an Officer where such Director is also a Director-Officer. No Director may resign if the Association would then be left without a duly appointed Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of Oregon.
- 4.15.3 A person appointed to fill a vacancy on the Board shall hold office until the end of the term of the individual being replaced or until his or her death, incapacity, resignation or removal from office.

SECTION 4.16: NONLIABILITY OF DIRECTORS

To the extent permissible under Oregon and Federal law, Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 4.17: INDEMNIFICATION BY THE ASSOCIATION OF DIRECTORS AND OFFICERS

- 4.17.1 To the fullest extent permitted by the Oregon Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, the Association shall indemnify and defend any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Association), by reason of the fact that the person is or was a Director of the Association and acting on behalf of the Association; and
- 4.17.2 This SECTION 4.17 shall not be deemed exclusive of any other provisions or insurance for the indemnification of Directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of Directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Association.

SECTION 4.18: INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors, in its sole discretion, may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any particular agent of the Association (including a Director, officer, employee or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

SECTION 4.19: BOARD ACTION WITHOUT A MEETING: WRITTEN UNANIMOUS CONSENT

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board consent in writing (including a writing in an electronic medium)

to that action. Such action by signed consent shall have the same force and effect as any other validly approved action of the Board. All consents shall be filed with the minutes of the proceedings of the Board.

SECTION 4.20: BOARD ACTION WITHOUT A MEETING: VOTING BY ELECTRONIC MEANS

4.20.1 Any action that the Board of Directors is required or permitted to take may be taken without a meeting if Members of the Board vote by electronic means if

(a) before taking such action, the Association shall send to the electronic mail address that each Director an electronic mail announcement that (i) states that the Board will take the action (ii) with a description of the action; and (iii) specifies a deadline of not less than 48 hours after the time of the announce in which a Director may record the Director's vote ("Electronic Vote Announcement"); and

(b) The announcement of subsection (a) and the Directors' votes are included in the minutes for the Directors' meeting or otherwise filed in documents that reflect the action taken.

4.20.2 A Director may change the Director's vote at any time before the deadline set forth in the Electronic Vote Announcement.

4.20.3 The Board's action under this subsection has the effect of a meeting vote and shall be described as a meeting vote in any document reflected such vote.

4.20.4 The Board's action under Section 4.20.1 is effective on the deadline specified in the Electronic Vote Announcement, unless the Electronic Vote Announcement specifies a different effective date or time.

SECTION 4.21: CHAIRPERSON OF THE BOARD

The President shall be the Chairperson of the Board.

SECTION 4.22: REMOVAL OF DIRECTORS

Directors shall be removed in accordance with provisions of SECTION 5.5.

ARTICLE 5: OFFICERS

SECTION 5.1: DESIGNATION OF OFFICERS

The officers of the Association shall be President, Member Representative, Training Officer, Treasurer, and Secretary. Said Officers shall also be Directors as provided in SECTION 4.2 and, therefore, shall be Director-Officers.

SECTION 5.2: QUALIFICATION OF OFFICERS

Officers must be an Active Member in Good Standing. The Youth Advisor must be an Active Member in Good Standing and under (18) years of age at the time of election.

SECTION 5.3: ELECTION OF DIRECTOR-OFFICERS AND TERM OF OFFICE

- 5.3.1 Director-Officers shall be elected by plurality vote of the Members (i) at the Annual Meeting of the Members; (ii) by Written Ballot which must be received by the time set for voting for such Directors at the Annual Meeting; or (iii) by summing votes received under subsections (i) and (ii) of this Section 5.3.1.
- 5.3.2 Each officer shall hold office for two (2) years.
- 5.3.3 The President and Secretary will be elected in odd years. The Member Representative, Training Officer, and Treasurer will be elected in even years.
- 5.3.4 Notwithstanding Section 5.3.1, the Vice-President shall be designated, rather than elected, as the same member previously holding the office of President (“**Past President**”). The Vice-President will be designated in odd years at the same time as the election of the President. Without limiting the foregoing and for the elimination of doubt, in the event that any member shall be re-elected as President in consecutive terms, the Vice-President shall remain as the same member previously so designated during any such consecutive terms of the President.
- 5.3.5 All Director-Officers shall serve until such Director-Officer resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.
- 5.3.6 In the event that a Member does not stand for election for any office being one designated as a Director-Officer the office shall be deemed vacant and filled pursuant to Section 5.6.2.

SECTION 5.4: APPOINTMENT OF OTHER OFFICERS / COMMISSIONER

- 5.4.1 Officers who are not a Director-Officer may have any designation chosen by the Board of Directors and shall be appointed from time to time by majority vote of the Board.
- 5.4.2 Each such officer who is not a Director-Officer shall hold office for a term determined by the Board in its discretion but in no case longer than two (2) years. All Officers who are not Director-Officers shall serve until such Officer resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.
- 5.4.3 Notwithstanding Sections 5.4.1 and 5.4.2, a Commissioner shall be appointed by the Board of Directors for a three-year term as required by OSAA.
- 5.4.4 Notwithstanding Sections 5.4.1 and 5.4.2, a Youth Adviser shall be appointed by the Board of Directors in even years.

SECTION 5.5: REMOVAL AND RESIGNATION

- 5.5.1 The Board may remove any Officer (i) who is not a Director-Officer or; (ii) a Director-Officer elected or appointed by the Board to the vacancy of a Director-Officer, from their office with cause, at any time upon the vote of a Supermajority of Disinterested Directors.

- 5.5.2 For the purposes of this SECTION 5.5, “cause” means (a) missing more than five (5) meetings of the Board of Directors; (b) failure to pay dues; or (c) a final finding of misconduct in accordance with the Association’s Disciplinary and Grievance Procedures.
- 5.5.3 The Members may remove any Officer from his or her elected office, either with cause or without cause upon the vote of a Supermajority of Members at a Special Meeting called for the purpose of removing the Officer. The meeting notice must state that the purpose, or one of the purposes, of the meeting is to remove the Officer.
- 5.5.4 Any Officer may resign at any time by giving written notice to the Board of Directors, to the President, or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 5.5.5 The above provisions of this SECTION 5.5 shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Association.
- 5.5.6 The removal or resignation of an Officer who is a Director-Officer shall be deemed simultaneously a removal or resignation, respectively, as a Director.

SECTION 5.6: VACANCIES

- 5.6.1 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer who is not a Director-Officer shall be filled by the Board of Directors. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise (except vacancy for failure to stand for election in Section 5.3.6), of a Director-Officer shall be filled by majority vote of the Members at a Special Meeting or by action without a meeting either occurring in no more than (30) days from the effective date of vacancy.
- 5.6.2 In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board, or Members in the case of a Director-Officer, shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine except that the office of Commissioner shall be filled.

SECTION 5.7: DUTIES OF PRESIDENT

- 5.7.1 The President shall be the chief executive officer and, if a Director-Officer, shall also be the Chairperson of the Board of Directors of the Association. The President, acting in the capacity of the President, shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including presiding as Chairperson at all meetings of the Members of the Association, or any subset thereof.
- 5.7.2 Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Association, execute such deeds, mortgages,

bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

- 5.7.3 Schedule and set up meetings.
- 5.7.4 Facilitate communication between Members, including providing timely notices of meetings.
- 5.7.5 Act as the liaison to other associations with which the Association may choose to associate.
- 5.7.6 Provide Members with timely minutes, summaries and other reports with respect to the activities of the Association as may be prepared by the Secretary or the President.
- 5.7.7 Receive, process, and execute membership agreements on behalf of the Association.
- 5.7.8 In their discretion, from time to time, delegate any of such powers and duties herein provided for upon any other person for the time being, as permitted by law and these By-Laws.
- 5.7.9 In general, perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 5.8: DUTIES OF VICE PRESIDENT

- 5.8.1 Advise the President and the Board of Directors as needed
- 5.8.2 Attend all Meetings of the Board of Directors.
- 5.8.3 Shall perform all tasks as directed by the President from time to time.

SECTION 5.9: DUTIES OF SECRETARY

The Secretary shall:

- 5.9.1 Certify and keep in a secure online location accessible to the Members and may also keep at the Corporate Office of the Association or at such other place as the Board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- 5.9.2 Keep in a secure online location accessible to the Members and may also keep at the principal office of the Association or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including all ballots and proxies.
- 5.9.3 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Advise the Members in writing (including a writing in an electronic medium) of all results of any election of Directors.
- 5.9.4 Be custodian of the records and of the seal of the Association and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Association.

- 5.9.5 Keep at the principal office of the Association or at such other place as the Board may determine, a membership book containing the name and address of each and any Members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- 5.9.6 Exhibit at all reasonable times to any Member of the Association, or to the Member's agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Members of the Association.
- 5.9.7 In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- 5.9.8 In the absence of the President, vacancies of their office, or in the event of their collective inability or refusal to act, the Secretary shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

SECTION 5.10: DUTIES OF TREASURER

The Treasurer shall:

- 5.10.1 Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- 5.10.2 Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.
- 5.10.3 Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- 5.10.4 Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- 5.10.5 Exhibit at all reasonable times the books of account and financial records to any Director of the Association, or to his or her agent or attorney, on request therefore.
- 5.10.6 Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.
- 5.10.7 Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- 5.10.8 In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- 5.10.9 Shall, as a condition of serving as Treasurer if such officer receives compensation, execute a consulting and services agreement between the Association and the Treasurer whose term shall be coextensive with the Treasurer's term as an officer ("Treasurer Agreement") and

perform all contractual duties pursuant to the Treasurer Agreement. A breach of the Treasurer Agreement by the Treasurer shall be deemed cause for the purposes of removal.

5.10.10 In the absence of both the President and Secretary, vacancies of all their offices, or in the event of their collective inability or refusal to act, the Treasurer shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

SECTION 5.11: DUTIES OF TRAINING OFFICER

The Training Officer shall:

5.11.1 Shall be responsible for overseeing the training and certification of all members.

5.11.2 Shall perform all tasks as directed by the President from time to time.

5.11.3 In the absence of all of the President, Secretary, and Treasurer, vacancies of all their offices, or in the event of their collective inability or refusal to act, the Training Officer shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

SECTION 5.12: DUTIES OF MEMBER REPRESENTATIVE

The Member Representative:

5.12.1 Shall be responsible for investigating and communicating complaints, conflicts, or concerns from the Members, including Youth Members, to the Board, as well as attempting to resolve said complaints, conflicts, or concerns raised, either by mediation or by making recommendations.

5.12.2 Shall communicate and timely respond to the Youth Advisor with regard to the Youth Advisor's duties set forth in Section 5.13.1.

5.12.3 Shall perform all tasks as directed by the President from time to time.

5.12.4 In the absence of all of the President, Secretary, Treasurer, and Training Officer, vacancies of all their offices, or in the event of their collective inability or refusal to act, the Member Representative shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

SECTION 5.13: DUTIES OF YOUTH ADVISOR

The Youth Advisor shall:

5.13.1 Shall be responsible for investigating and communicating the needs and concerns from the Youth Members to the Board, as well as attempting to resolve said needs or concerns raised, either by mediation or by making recommendations of such needs to the Member Representative.

5.13.2 Shall perform all tasks as directed by the President or Member Representative from time to time.

SECTION 5.14: DUTIES OF COMMISSIONER

The Commissioner shall:

- 5.14.1 Shall be responsible for assignment of Members to perform services at matches.
- 5.14.2 Shall, as a condition of serving as Commissioner, execute a consulting and services agreement between the Association and the Commissioner whose term shall be coextensive with the Commissioner's term as an officer ("Commissioner Agreement") and perform all contractual duties pursuant to the Commissioner Agreement. A breach of the Commissioner Agreement by the Commissioner shall be deemed cause for the purposes of removal.
- 5.14.3 Shall perform all tasks as directed by the President from time to time.
- 5.14.4 It shall be deemed a conflict of interest between the Commissioner as an officer and Association for the Commissioner to participate or interfere in the negotiations of contracts or relationships between the Association and any third-party which do or tend to establish or alter Commissioner's compensation directly or indirectly.

SECTION 5.15: COMPENSATION

- 5.15.1 With the exception of the Commissioner and Treasurer, whose services shall be provided pursuant to the Commissioner Agreement and the Treasurer Agreement, the officers shall serve without compensation by the Association, unless the Board of Directors authorizes compensation.
- 5.15.2 Nothing herein contained shall be construed to preclude any officer from serving the Association in any other capacity as an agent, employee, or otherwise, and receiving compensation therefore as long as such compensation is approved by a unanimous vote of the Disinterested Directors.

ARTICLE 6: WORK GROUPS

SECTION 6.1: WORK GROUPS

- 6.1.1 The Association shall have such working groups as may from time to time be designated upon vote of the Board of Directors ("Work Groups").
- 6.1.2 The Board of Directors shall also have the power to establish and modify the Work Group charters, structure the Work Groups, designate Work Group chairpersons and disband Work Groups.
- 6.1.3 Meetings and actions of Work Groups shall be governed by, noticed and held in accordance with ORS Section 65, as well as all process and procedures written and adopted by the Board of Directors ("Work Group Procedures"), and the Board of Directors from time to time may amend such Work Group Procedures. Upon establishment of a Work Group, that Work Group may, through its Chairperson, propose specific procedures to govern that Work Group; such specific procedures subject to ratification by the Board of Directors. Work Group specific procedures not otherwise incorporated into the general Work Group Procedures adopted by the Board of Directors shall apply only to the Work Group proposing such procedures.

SECTION 6.2: MEETINGS AND ACTION OF WORK GROUPS SECTION

6.2.1 FORMATION

Any Member may propose to the Board of Directors the establishment of one (1) or more Work Groups to work on any business. Such proposal shall include the proposed charter of such Work Group, and may suggest the Members that initially desire to participate in such Work Group. The Board of Directors shall (i) approve or disapprove the formation of each Work Group, (ii) approve or disapprove the charter of such Work Group and appoint the initial and any replacement chairperson of such Work Group from among the Members, which chairperson shall serve for a term of no more than one (1) year after which time the Board of Directors must either replace or reappoint said chairperson. The Board of Directors shall provide timely notice of the formation and chairperson of each Work Group to all Members as well as the then-current Work Group Procedures that will govern the actions of such Work Group. Without limiting the powers of the Board of Directors as stated in the Bylaws, all output of Work Groups and modifications thereto, shall be subject to review and approval of the Board of Directors in accordance with the Bylaws prior to publication or disclosure by the Association and before becoming binding upon the Association and the Members.

6.2.2 COMPOSITION

Any Member may join any Work Group; provided however, that the Board of Directors may, from time to time, develop and publish objective minimum criteria for membership in Work Groups, either by resolution or as part of its Work Group Procedures.

6.2.3 RECORD OF ACTIVITIES

The Work Group shall elect a secretary or other person to document and record the Work Group's activities. The Work Group's secretary shall provide all documents and records to the Secretary of the Association.

6.2.4 MEETINGS

Work Groups shall hold regular meetings on a schedule as determined by such Work Group. The noticing of meetings of the Work Group and the governance thereof shall be subject to the Work Group Procedures. Where practical, *Robert's Rules of Order* shall be used as a guide in the conduct of meetings.

6.2.5 REMOVAL FROM WORK GROUPS

The then-current Work Group Procedures shall govern the removal of any member of a Work Group. Such Work Group Procedures governing the removal of a Work Group member shall be based on objective, fair and non-discriminatory criteria which shall include misconduct (to be defined in Work Group Procedures) and may include reasonable attendance requirements.

SECTION 6.3: PROCESS FOR APPROVAL OF A DRAFT PROPOSAL

6.3.1 DRAFT PROPOSAL

When the Chairperson of the Work Group determines that a Draft Proposal is ready to be released for review and/or approval, he or she shall provide the Members with notice of the Work Group's intent to submit such Draft Proposal to the Board of Directors for review and/or approval.

6.3.2 APPROVAL OF FINAL PROPOSAL

Upon majority vote of all members of the Work Group who have attended not less than two (2) of the previous three (3) meetings of the Work Group, the Work Group shall submit such Draft Proposal to the Board of Directors for review, comment and approval. If the Board of Directors approves such Draft Proposal, such Draft Proposal shall be adopted as a binding policy of the Association.

ARTICLE 7: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 7.1: EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 7.2: CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association with a value of less than Fifty Thousand Dollars (\$50,000) cumulative in any quarterly period may be signed by the Treasurer or President. Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness in excess of Fifty Thousand Dollars (\$50,000), shall require the signatures of both of the above-listed officers and a special resolution of the Board of Directors.

SECTION 7.3: DEPOSITS

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

ARTICLE 8: CORPORATE RECORDS AND REPORTS

SECTION 8.1: MAINTENANCE OF CORPORATE RECORDS

The Association shall keep in a secure online location and also at its principal office or at such other place as the Board may determine:

- 8.1.1 Minutes of all meetings of the Board of Directors, all meetings of committees of the Board of Directors, all meetings of any Work Group, and all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- 8.1.2 Adequate and correct books and records of account in a portable electronic format, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

- 8.1.3 A record of its Members in a portable electronic format, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership; and
- 8.1.4 A copy of the Association's Articles of Incorporation and Bylaws as amended to date in a portable electronic format and paper copy, which shall be open to inspection by the Members, if any, of the Association and, with respect to paper copies only, at all reasonable times during office hours.

SECTION 8.2: INSPECTION RIGHTS

Subject to such confidentiality and nondisclosure requirements as the Board may reasonably deem appropriate, or restrictions imposed via any confidentiality and nondisclosure agreement concerning any particular record, book or document, all Members shall have the absolute right to inspect and copy all books, records and documents of every kind via secure online access at all times, and with respect to paper documents at reasonable times at the Corporate office, and to inspect the physical properties of the Association and shall have such other rights to inspect the books, records and properties of the Association as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 8.3: RIGHT TO COPY AND MAKE EXTRACTS

Unless otherwise restricted pursuant to confidentiality and nondisclosure limitations, any inspection under the provisions of this ARTICLE 8 may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 8.4: PERIODIC REPORT

The Board shall cause any annual or periodic report required under the laws of the State of Oregon to be prepared and delivered to an office of the State of Oregon or to the Members, if any, of the Association, to be so prepared and delivered within the time limits set by law.

ARTICLE 9: IRC SECTION 501(c)(4) TAX EXEMPTION PROVISION

SECTION 9.1: LIMITATION ON ACTIVITIES

Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code (the "Code").

SECTION 9.2: PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Members, Directors or trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association.

To the maximum extent possible not prohibited by the federal laws and regulations regulating the tax-exempt activities on nonprofit corporations, all expenditures of this Association shall be solely expended for the presentation and promotion of amateur soccer in Lane County, Oregon.

SECTION 9.3: DISTRIBUTION OF ASSETS

In the event of liquidation, dissolution, termination, or winding up of the Association (whether voluntary, involuntary, or by operation of law), the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, transfer all of the property and assets of the Association to one or more “Qualified Organizations,” as defined below, as the Board of Directors shall determine. For purposes of this SECTION 9.3 “Qualified Organization” shall mean a corporation or other organization organized and operated exclusively for religious, charitable, educational or other purposes meeting the requirements for exemption provided by ORS 317.080, as shall at the time qualify either (i) as exempt from Federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) or 501(c)(4) of the Code, or (ii) as a corporation or other organization to which contributions are deductible under Section 170(c)(1) of the Code.

ARTICLE 10: AMENDMENT OF BYLAWS

Except where otherwise provided for in individual sections herein, these Bylaws and any Attachments, or any of them, may only be altered, amended, or repealed, and new Bylaws adopted by a vote or action of a majority of votes cast by the Active Members in Good Standing.

ARTICLE 11: CONSTRUCTION AND TERMS

- 11.1.1 If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Association, the provisions of the Articles of Incorporation shall govern.
- 11.1.2 Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holdings.
- 11.1.3 All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the Association filed with an office of the State of Oregon and used to establish the legal existence of the Association.
- 11.1.4 All references in these Bylaws to a section or sections of the Code shall be to such sections of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 12: MEMBERSHIP PROVISIONS

SECTION 12.1: MEMBERSHIP CLASSIFICATIONS

The Association shall have such classes of membership (“Membership Classifications”), as set forth in ARTICLE 15.

SECTION 12.2: RIGHTS OF MEMBERS

Except as expressly provided in, limited by, or authorized by the applicable Membership Agreements, the Articles of Incorporation, the Bylaws of the Association, ORS Section 65.144 (as amended), or other provisions of law, all Members shall have the right to:

- 12.2.1 Elect Directors;
- 12.2.2 Remove Directors;
- 12.2.3 Vote on any change to the number of directors, including a change to a fixed number of directors, a change to a variable range in the number of possible directors or a change from a fixed number of directors to a variable range in the number of possible directors;
- 12.2.4 Vote to sell, transfer, lease, exchange, option, convey or otherwise dispose of the Association's assets or to merge the Association's assets with the assets of another entity;
- 12.2.5 Vote to dissolve the Association;
- 12.2.6 Vote on an action or an amendment to the articles of incorporation if the action or amendment would reduce or eliminate the member's right to vote; and
- 12.2.7 Inspect and copy the Association's records.

SECTION 12.3: QUALIFICATIONS FOR MEMBERSHIP

Any individual not otherwise prohibited by treaty, law or regulation from abiding by the terms of these Bylaws and who pays the then-current annual dues applicable to Membership Classification shall be a Member.

SECTION 12.4: ADMISSION TO MEMBERSHIP

Applicants qualified under SECTION 12.3 shall be admitted to membership upon affirmation of the Articles of Incorporation and these Bylaws; the execution of a Membership Agreement; and payment of the applicable annual dues as specified on the Membership Agreement.

SECTION 12.5: FEES AND DUES

The annual dues payable to the Association by each class of Members shall be established and may be changed from time to time by resolution of the Board of Directors. Initial dues shall be due and payable upon execution of the Membership Agreement according to terms defined in the Membership Agreement. If any Member is delinquent in the payment of dues, such Member's rights shall be deemed suspended upon written notice from the Association until all delinquent dues are paid.

SECTION 12.6: NUMBER OF MEMBERS

There is no limit on the number of Members the Association may admit, but all Members must qualify under SECTION 12.3.

SECTION 12.7: MEMBERSHIP ROLL

The Association shall keep a membership roll containing the name and electronic mail addresses, and at the sole discretion of each Member as to their personal safety and privacy, a mailing address (ORS 65.244), of each Member, the date upon which the applicant became a Member. Termination of the membership of any Member shall be recorded in the roll, together with the date of termination of such membership. Such roll shall be kept in a secure online location and also at the Association's principal office or at such other place as the Board may determine. Membership in the Association is

a matter of public record; however, membership lists will not be sold or otherwise be made available to third parties.

SECTION 12.8: NONLIABILITY OF MEMBERS

No Member of the Association, as such, shall be individually liable for the debts, liabilities, or obligations of the Association.

SECTION 12.9: NONTRANSFERABILITY OF MEMBERSHIPS

All rights of membership cease upon the Member's death. No membership may be assigned without the prior written consent of the Association, and any purported assignment without such written approval shall be null and void.

SECTION 12.10: TERMINATION OF MEMBERSHIP

The membership of a Member shall terminate upon the occurrence of any of the following events:

12.10.1 Upon a failure to initiate or renew membership by paying dues as provided for in the Bylaws, Articles, or in a written agreement between the Member and Association ("Member Agreement").

12.10.2 Upon written notice from the Member.

12.10.3 Upon unanimous vote of all Disinterested Directors when such Directors determine, after affording the Member in question the right to be heard on the issue as provided in the then-current Disciplinary and Grievances Procedures Policy, that the Member has violated the policies, procedures and duties of Membership herein, including the requirements for Membership as stated in SECTION 12.3.

12.10.4 Upon a Member's death.

ARTICLE 13: MEETINGS OF MEMBERS

SECTION 13.1: PLACE OF MEETINGS

Meetings of Members shall be designated from time to time by resolution of the Board of Directors, which resolution shall specify the meeting place and time. At the discretion of the Board of Directors, meetings may be held in person, by remote communication, or any other means permitted under ORS Chapter 65, as that chapter may, from time to time, be amended.

SECTION 13.2: NOTICE OF MEETINGS

13.2.1 Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting of the Annual Meeting and regular meetings shall be provided not less than thirty (30) days in advance thereof. In the case of a Special Meeting, notice, specifying the purpose or purposes for which the meeting is called, shall be provided not less than fourteen (14) days before the date of the meeting.

13.2.2 The primary means for the provision of notice shall be via electronic mail to the Member at the electronic mail address as it appears on the records of the Association, and shall be

effective when notice is received or two days after the notice is sent, if the notice is correctly addressed.

13.2.3 If notification is provided by mail (including the U.S. Postal Service, express courier services and the like), such notice shall be deemed to be effective at the earlier of when deposited in the mail addressed to the Member at their address as it appears on the records of the Association, with postage prepaid.

13.2.4 Personal notification may also include oral and in-person notification, notification by telephone, facsimile, or other electronic means; provided, however, such notification shall be subject to any and all acknowledgment requirements as may be set forth in ORS Chapter 65, as that chapter may, from time to time, be amended.

13.2.5 **Waiver of Notice.**

(a) A Member may at any time waive any notice required by ORS Chapter 65, the Articles of Incorporation or these Bylaws. Except as provided in subsection (b) of this section, the waiver must be in writing and may be a document that is transmitted electronically. The waiver must also be signed by the Member entitled to the notice and must be filed with the minutes or the corporate records.

(b) A Member's attendance at or participation in a meeting waives any objection to (i) 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 (ii) consideration 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 the matter is presented.

SECTION 13.3: ANNUAL AND REGULAR MEETINGS

13.3.1 A membership meeting shall be held annually ("Annual Meetings of Members").

13.3.2 Other regular meetings of the membership for the purpose of conducting such business as may come necessary from time to time may be held as have been fair and reasonably noticed. Each of the Annual Meetings of Members shall be deemed a regular meeting.

SECTION 13.4: SPECIAL MEETINGS OF MEMBERS

Special Meetings of the Members for any purpose shall be exclusively called by the Board of Directors, or by written request of two-thirds (2/3) of the Members ("Special Meeting Requests") delivered to the Secretary. Only matters within the purpose or purposes described in the required notice may be conducted at the special meeting. If a notice for a special meeting demanded by Special Meeting Requests are not given within thirty (30) days after the date the Special Meeting Requests are delivered to the Secretary, or if the date of the meeting is not set within thirty (30) days after the date the notice is given, a person that signs a Special Meeting Request may set the time and place of the meeting and give notice.

SECTION 13.5: MEMBER ACTION AT MEETINGS

13.5.1 Each Member shall have one (1) vote on each matter submitted to a vote by the Members. Members shall not vote by proxy.

13.5.2 Voting at meetings shall be by a show of hands if held in person or by voice ballot if the Member participates by audio-only.

13.5.3 Remote Communication:

(a) The Board may authorize voting by the Members via remote communication.

(b) Voting at Meetings by remote communication may be by any means, including without limitation, methods such as voice ballot, “hand raising”, “No / Yes”, or polls, unless otherwise required.

(b) If the Board authorizes voting by remote communication, the Secretary must (i) verify that any remote participant in the membership meeting is a member; and (ii) ensure that such Member may participate in an effective manner.

(c) A notice of a membership meeting at which the Board authorizes participation by remote communication shall state that the Board authorizes participation by remote communication and shall describe how the Member may access the membership meeting via remote communication and if a Member must notify the Association that the member intends to participate in the membership meeting by remote communication.

13.5.4 Results of all votes shall duly be distributed to all Members by the Secretary or President within thirty (30) days of each vote. Written confirmation of any and all votes shall be maintained with the Association’s minutes.

13.5.5 Members that are using remote communication for a membership meeting shall be deemed present in person.

SECTION 13.6: MEMBER VOTING PERCENTAGES

Unless otherwise provided specifically in these Bylaws, the following voting percentages shall be required for any motion, act or decision to be a valid motion, act or decision of the Members:

| Matter to be Voted On | Number of Affirmative Votes Required |
|--|--|
| (a) Election of a Director | Plurality of the Members of Members in Good Standing |
| (b) Sale or Disposition of all or substantially all of the Associations property | Lesser of two-thirds (2/3) of votes cast or Majority of Members in Good Standing |
| (d) Dissolution of the Association | Lesser of two-thirds (2/3) of votes cast or Majority of Members in Good Standing |
| (e) Merger of the Association | Lesser of two-thirds (2/3) of votes cast or Majority of Members in Good Standing |
| (f) Amendment of the Bylaws pursuant to ARTICLE 10. | Majority of the Votes Cast of Members in Good Standing |
| (g) Other Matters | Majority of the Votes Cast of Members in Good Standing |

SECTION 13.7: CONDUCT OF MEETINGS

- 13.7.1 Meetings of Members shall be presided over by the President of the Association or, in his or her absence, by the Vice President of the Association or, in the absence of all of these persons, by a Chairperson designated by the Board of Directors, or in the absence of a timely designation by the Board of Directors, by a majority of the Members present. The Secretary of the Association shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.
- 13.7.2 Meetings shall be governed by the then-current edition of *Robert's Rules of Order* and any such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ARTICLE 14: MEMBERSHIP ACTION WITHOUT A MEETING

SECTION 14.1: WRITTEN UNANIMOUS CONSENT

Any action that the Members are required or permitted to take may be taken without a meeting if all Members consent in writing (including a writing in an electronic medium) to that action. Such action by one or more signed consents shall have the same force and effect as any other validly approved action of the Members. All consents shall be filed with the minutes of the proceedings of the Association.

SECTION 14.2: WRITTEN BALLOT

- 14.2.1 Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular, annual, or Special Meeting of Members, including without limitation election of Directors, Officers, or Director-Officers, may be taken without a meeting or in conjunction with a meeting if the Association distributes a written ballot (which may be in electronic form, including without limitation "polls," "surveys," or "forms") to each Member entitled to a vote .

The ballot shall:

1. Set forth the proposed action and/or slate of candidates;
2. Provide an opportunity to select individuals or specify approval or disapproval of each proposal or a vote for candidates, as appropriate;
3. Indicate the number of responses needed and the percentage of approvals necessary to pass the measure submitted; and
4. Specify the date by which the ballot must be received by the Association in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the Association.

- 14.2.2 Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.
- 14.2.3 In the case of ballots distributed in electronic form, Secretary shall ensure that each eligible Member receives one ballot and that the results of each such ballot are anonymous if an anonymous vote is required.
- 14.2.4 Ballots may not be revoked by a Member.
- 14.2.5 Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the Quorum, if required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. For the purposes of this subsection, the number of votes cast by ballot constitutes a quorum if the number of members who attend a meeting constitutes a quorum.

ARTICLE 15: MEMBERSHIP CLASSIFICATIONS

SECTION 15.1: MEMBERS

- 15.1.1 Any Member over the age of eighteen (18) years old on the date of payment of dues for membership is a "Member".
- 15.1.2 Any Member under the age of eighteen (18) years old on the date of payment of dues for membership is a "Youth Member". Youth Members shall pay reduced fees of an amount less than fees paid by Members.

ARTICLE 16: DISCLOSURE OF INFORMATION AND CONFIDENTIALITY

SECTION 16.1: LIMITATION ON THE SCOPE OF DISCLOSED INFORMATION

All information disclosed as a part of the Association's activities shall be deemed non confidential except as may be provided below or as otherwise agreed to in a written agreement between the affected parties.

SECTION 16.2: CONFIDENTIAL INFORMATION

- 16.2.1 Members will maintain the confidential information of the Association, including but not limited to any proceedings or decisions of the Ethics Committee or under the Disciplinary and Grievances Procedures; any Final Proposals that are not made available to the public by the Association and any Draft Proposals (the "Confidential Information"), in confidence and with at least the same degree of care that they use to protect their own confidential and private information, but not less than a reasonable degree of care under the circumstances.
- 16.2.2 Nothing contained herein shall preclude the Association from entering into Nondisclosure Agreements with third-party non-Members. Confidential Information shall not include any information that is:
- a. in the public domain other than by the recipient's breach of a duty;
 - b. received from a third party without any obligation of confidentiality, but only if the

- recipient had no reason to believe that the third party was prohibited from using or disclosing the information by a contractual or fiduciary obligation;
- c. rightfully known to the recipient without any limitation on use or disclosure prior to its receipt from the disclosing party;
 - d. independently developed by employees or contractors of the recipient without breach of the terms of this Agreement;
 - e. disclosed as required by law to comply with applicable laws or regulations, or with a valid order of a court or other governmental body of the United States, provided a protective order is sought to minimize the required disclosure; or
 - f. made public by the Board of Directors in accordance with these Bylaws.

SECTION 16.3: ASSOCIATION INFORMATION

All public disclosures regarding the existence, membership and activities of the Association must be approved by the Board of Directors. However, the Association's general policy shall be to disclose fully, at the agreed-upon time, all information relating to the Association and its activities. If a Member shall be required to disclose any Confidential Information relating to the Association pursuant to a valid order of a court or other government body or any political subdivision thereof, the Member shall first give notice to the Board of Directors and make a reasonable effort to obtain a protective order requiring that any such Confidential Information so disclosed be used only for the purposes for which the order was issued.

SECTION 16.4: SURVIVAL

After withdrawal, termination or non renewal as a Member, for any reason, a former Member has a continuing duty under this ARTICLE 16.

ARTICLE 17: GENERAL

SECTION 17.1: APPLICATION

The following provisions apply in the event of dispute between a Member and the Association. Notwithstanding anything else herein, this ARTICLE 17 shall only apply to disputes between Association and its Members and shall not apply to any disputes between Members or between the Members and third parties.

SECTION 17.2: LIMITATION OF LIABILITY

IN NO EVENT SHALL ASSOCIATION BE LIABLE TO ITS MEMBERS, OR ITS MEMBERS LIABLE TO ASSOCIATION, IN CONNECTION WITH THE CONTRACTUAL NATURE OF THESE BYLAWS, FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, RELIANCE OR SPECIAL DAMAGES, INCLUDING WITHOUT LIMITATION DAMAGES FOR LOST PROFITS, EVEN IF THE OTHER PARTY HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. EACH PARTY RELEASES THE OTHER PARTY AND ALL OF THE OTHER PARTY'S AFFILIATES, EMPLOYEES, AND AGENTS FROM ANY SUCH DAMAGES.

SECTION 17.3: MEDIATION

Disputes or controversies among Members, Directors, Officers, committee members, contractors, or employees of the Association shall be resolved in good faith by first bringing such disputes or controversies to the Member Representative and, if the Member Representative cannot or will not mediate the dispute, then amongst themselves. Without limiting the foregoing and for the elimination of doubt, such disputes and controversies subject to this subsection SECTION 17.3 do not include those addressed under the Association's Disciplinary and Grievance Procedures between a member and the Association. In the event that a dispute or controversy among Members, Directors, Officers, committee members, contractors, or employees of the Association arising out of or related to the Articles or Bylaws, or out of any aspect of the operations of the Association (except disciplinary proceedings between a member and the Association) is not resolved by the Member Representative, in private meetings between the parties, or a combination of either method, then without prejudice to or in any other way derogating from the rights of the such parties as set out in the Articles, Bylaws or law, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a single professional mediator who is not a Member whereby the mediator will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.

SECTION 17.4: ARBITRATION

ANY CONTROVERSY ARISING UNDER OR RELATED TO THE ARTICLES OF INCORPORATION, BYLAWS, OR OUT OF ANY ASPECT OF THE OPERATIONS OF THE ASSOCIATION SHALL BE SETTLED BY BINDING ARBITRATION IN ACCORDANCE WITH THE ARBITRATION RULES OF THE AMERICAN ARBITRATION ASSOCIATION. ALL PARTIES SUBJECT TO THESE BYLAWS AFFIRMATIVELY FORGO THEIR RIGHT TO HAVE ANY DECIDED BY A COURT OF LAW.

(a) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by binding arbitration before a single arbitrator, who shall not be any one of the mediators referred to above in accordance with SECTION 17.4

(b) Judgment upon the award rendered by the arbitrator shall be final and non-appealable and may be entered in any court having jurisdiction thereof. Any arbitration shall be held in Eugene, Oregon, unless the parties hereto mutually agree in writing to another place. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 17.5: CHOICE OF LAW AND VENUE

Any claim arising under or relating to these Bylaws shall be governed by the internal substantive laws of the State of Oregon, without regard to principles of conflict of law and, if such claims cannot be mediated or arbitrated, will be submitted only to the jurisdiction of the federal and state courts in Eugene, Oregon.

CERTIFICATE OF SECRETARY

I hereby certify:

That I am the duly appointed Secretary of the Lane County Soccer Referees Association, an Oregon Nonprofit Corporation; and

The foregoing Amended and Restated Bylaws were duly adopted by the Membership on _____, 2020.

IN WITNESS WHEREOF, I have hereunder subscribed my name this _____ day of _____, 2020.

Secretary