

# RESTATED BYLAWS OF NORTH MARION YOUTH ATHLETICS

## VISION STATEMENT

Our vision is to create a supportive and welcoming atmosphere for youth athletics that is focused on the development of each individual. We strive to provide access to high-quality programs that promote the physical, mental and emotional health of all participants. We seek to foster a sense of safety, respect and community amongst our student-athletes, coaches, parents, and all other members of the sporting community. We believe in empowering our youth to reach their highest potential, both on and off the field, by providing a safe and supportive environment that encourages learning, growth, and teamwork.

## 1. MEMBERS

North Marion Youth Athletics (the "Corporation") is a Public Benefit Corporation, and it has no members. From time to time, the Corporation's Board of Trustees (the "Board" or "Board of Trustees") may establish by resolution one or more classes of nonvoting affiliates or support groups on such terms and conditions as the Trustees in their discretion deem advisable.

## 2. PURPOSES

The Corporation is organized and shall be operated as defined in Section 501 (c)3 of the Internal Revenue Code of 1986, as amended, or successor provisions of successor codes (the "Code"). The Corporation shall have and may exercise all the rights and powers given to corporations under the Oregon Nonprofit Corporation Act (the "Act"), subject to the restrictions set forth in the Corporation's articles of incorporation and in Section 15 below.

## 3. SERVICE BOUNDARY

The Corporation has been established to serve individuals residing within and around the North Marion School District of Marion County, Oregon (the "District"). Participation in the Corporation's activities will generally be limited to individuals residing within the District. Participation in the activities of the Corporation by individuals residing outside the District will be allowed, with preference given to those within the District. North Marion Youth Athletics [The Corporation] is not affiliated with the North Marion School District and is not governed by it in any way.

## 4. BOARD OF TRUSTEES

4.1 Powers. The business and affairs of the Corporation shall be managed by a Board of Trustees which shall exercise or direct the exercise of all corporate powers.

4.2 Number. The Board of Trustees shall consist of an odd number of at least five Trustees and may consist of as many as nine Trustees. The number of positions on the Board of Trustees (the "Board Size") shall be fixed from time to time by resolution of the Board of Trustees. No reduction in the Board Size shall have the effect of removing any Trustee prior to the expiration of his or her term of office.

4.3 Election to Office.

Trustees shall be elected by a secret ballot majority vote of the Trustees then in office, to serve for terms of three years or until their earlier incapacitation, death, resignation, or removal. Prior to his or her election, a nominee for Trustee shall have consented to such nomination and must submit a letter of interest and application form to the President.

4.4 Eligibility. A Trustee nominee must be at least 21 years of age and pass a background check. Only one resident at a time, of a single household, can be a Trustee.

4.5 Tenure of Office. A Trustee's term of office shall begin immediately after his/her election. Trustees may serve for a maximum of two full consecutive terms in one appointed Trustee position, not to exceed eight years, if still eligible. Despite the expiration of a Trustee's term, the Trustee continues to serve until his/her qualified successor is elected and accepts office or until there is a decrease in the Board Size.

4.6 Record of Appointments. The Board Secretary will record the official appointment and date of each Trustee following the election. Copies of the appointments will be kept with each officer.

4.7 Resignation. A Trustee may resign at any time by giving written notice to the Board of Trustees. Any such resignation shall take effect upon the Board's receipt of such notice or at any later time specified therein.

4.8 Removal. Any Trustee may be removed from the Board with just cause by two-thirds majority secret ballot vote of the Trustees then in office. The Board may from time to time establish additional grounds for removal.

4.8.1 Absenteeism. Two unexcused absences (absent without prior notification to the Board) or four total absences within one service year are grounds for removal.

4.8.2 Complaints. Repeated and/or multiple documented complaints against a Trustee will be reviewed by the Board. The Board will determine if the complaints warrant removal of the Trustee. Complaints must be submitted using the NMYA Official Complaint Form.

4.9 Vacancies.

4.9.1 When Vacancies Arise. A vacancy on the Board of Trustees shall exist upon the incapacitation, death, resignation or removal of any Trustee where the resulting

number of Trustees is fewer than the Board Size then authorized, or upon creation of any additional positions of the Board of Trustees by resolution of the Board.

4.9.2 How Filled; Duration of Term. A vacancy on the Board of Trustees shall be filled by a majority vote of the remaining Trustees, even though the number of remaining Trustees may be less than a quorum.

4.9.3 When Elections Effective on Prospective Resignation. If the Board of Trustees accepts the resignation of a Trustee tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

4.9.4 Compensation. The Trustees of the Corporation shall serve without compensation.

## 5. Meetings

5.1 Monthly Meeting. Monthly meetings of the Board of Trustees shall be held for the purposes of reviewing Trustees, and their appointed Officers, terms and performance of duties as well as considering reports of the affairs of the Corporation and conducting the business of the Corporation.

5.2 Special Meetings. Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by any member of the Board.

5.3 Where Held. Meetings of the Board of Trustees shall be held in the state of Oregon, at such place, as may be designated from time to time by the Board of Trustees.

5.4 Meetings by Telecommunications Device. Any meeting of the Board of Trustees may be held by telephone or other telecommunications device by means of which all Trustees participating may simultaneously hear each other.

5.5 Action Without a Meeting. Any action which the law, the articles of incorporation or these bylaws require or permit the Trustees to take at 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 Trustees entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the Trustees, shall be filed in the records of minutes of the Corporation.

## 5.6 Notice of Meetings.

5.6.1 How Delivered, When Delivered. Notice of the time, place, and general business to be conducted at any meeting of the Board of Trustees shall be sufficient if given orally, hand delivered, mailed, faxed, or emailed to each Trustee at least two days before the meeting. Notice mailed, faxed, or emailed shall be directed to the address or fax number of the Trustee shown on the corporation's records or to the Trustee's actual address ascertained by the person giving the notice.

5.6.2 Adjourned Meetings. Notice of the time and place of holding an adjourned meeting need not be given if such a time and place be fixed at the meeting adjourned.

5.6.3 Attendance as Waiver of Irregularities of Notice. A Trustee's attendance at or participation in a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose (expressed at the meeting) of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## 5.7 Quorum and Vote.

5.7.1 Quorum Defined. A majority of the number of Trustees fixed by resolution of the Board of Trustees shall constitute a quorum for the transaction of business. A lesser number of Trustees in the absence of a quorum may adjourn from time to time but may not transact any business, unless expressly permitted by these bylaws.

5.7.2 Minimum Number for Action. The action of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees.

## 6. COMMITTEES

Subject to law, the provisions of the articles of incorporation and these bylaws, the Board of Trustees may appoint such committees as may be necessary from time to time, and having such powers as the Board of Trustees may designate, except such powers as prohibited under ORS Chapter 65, or as may be amended.. However, all matters transacted by the committee in the name of the organization shall be submitted to and approved by the Board of Trustees. Each committee shall consist of two or more directors

## 7. OFFICERS

### 7.1 Appointment and Vacancies.

7.1.1 Mandatory and Discretionary Officers. The Mandatory officers of the Corporation shall be members of the Board of Trustees and be appointed by the Board of Trustees. Those officers shall be President, Vice President, Treasurer, and Secretary. The Board of Trustees may from time to time appoint Discretionary officers including, without limitations, Members-at-Large, Coordinators of individual activities. Discretionary officers serve at the behest of the Board. An individual may simultaneously hold no more than two Discretionary offices in the Corporation, if approved by the Board of Trustees.

7.1.2 Vacancies; How Filled. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

## 7.2 Compensation and Term of Office.

7.2.1 No Compensation to be Paid. No officer shall be compensated for his or her services as an officer. However, at the discretion of the Board of Trustees, an officer may be reimbursed for expenses incurred in carrying out his or her duties as an officer.

7.2.2 Term of Office. The term of office of all Discretionary officers shall be no shorter than two years, and shall continue until resignation, removal, or disqualification. The term of office for Mandatory officers shall remain the same as set forth in section 4.5.

7.2.3 Resignation. An officer may resign at any time by giving written notice to the Board of Trustees. Any such resignation shall take effect upon the Board's receipt of such notice or at any later time specified therein.

7.2.4 Removal. Mandatory officers may be removed with just cause in the manner prescribed in these bylaws. Discretionary officers serve at the behest of the Board and may be released from duty at any time by the Board.

7.3 President. The President shall be the Chief Executive Officer and have general and active charge of the business and management of the Corporation subject to the control by the Board of Trustees. The President shall preside in all meetings of the Board of Trustees. The President is authorized to sign all deeds, notes, mortgages, contracts, including those in any way affecting the business of the organization, or as may be required in the regular course of the organization's business. The President shall see that all orders and resolutions of the Board of Trustees are carried into effect. The President shall also perform such other duties as the Board of Trustees shall from time to time delegate.

7.4 Vice President. In the absence or disability of the President, the Vice President shall perform and exercise the duties and powers of the President. The Vice President shall also perform such other duties as the Board of Trustees shall from time to time delegate.

7.5 Treasurer. The Treasurer shall, with the President, in the name of the Corporation, sign all deeds, notes, mortgages, contracts, including those in any way affecting the business of the organization. The Treasurer shall submit such reports to the Board of Trustees as may be required by them from time to time. The Treasurer shall account for all monies of the Corporation, received, and distributed. The Treasurer shall deposit all monies in the name of and to the credit of the Corporation at such banks and depositories as the Board of Trustees may designate, subject to withdrawal in the manner to be determined by the Board of Trustees. Subject to the Board of Trustees, the Treasurer shall keep safely all securities and valuables of this Corporation. The Treasurer shall also perform such other duties as the Board of Trustees shall from time to time delegate.

7.6 Secretary. The Secretary shall keep or cause to be kept at the principal office, or such other place as the Board of Trustees may order, a book of minutes of all meeting

of the Trustees showing the time and place of each meeting, whether it was regular or special and, if special, how authorized, the notice given, the names of those present and the proceedings thereof.

7.7 Coordinators. The Board of Trustees may appoint or authorize the appointment of Coordinators (Discretionary Officers) of one or more of the activities in which the Corporation engages. Subject to the rules and regulations of the league or entity which governs the activity, if any, such Coordinators may exercise such powers as have been delegated to them by the President. They shall also perform such other duties as the Board of Trustees shall from time to time delegate.

7.8 Other Officers. Such other officers as the Board of Trustees may designate shall perform such duties and have such powers as from time to time shall be assigned to them by the Board of Trustees or the President. The Board of Trustees may delegate to any other officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

## 8. EMPLOYEES

The Board of Trustees may establish positions of employment from time to time. Members of the Board of Trustees are not eligible for employment. The Board shall establish salaries and may hire or discharge employees of the Corporation in their sole discretion.

## 9. CORPORATE RECORDS AND REPORTS

9.1 Records. The Corporation shall maintain adequate and correct books, records and accounts of its business and properties. Except as otherwise provided by law, all books, records and accounts shall be kept under the direction of the Treasurer, in accordance with systems approved by the Board of Trustees.

9.2 Auditing. The Board of Trustees shall insure that the books and records of this Corporation shall be audited and certified by a certified public accountant.

9.3 Certification and Inspection of Bylaws. The original or a copy of these bylaws and any amendments thereto, certified by the Secretary, shall be open to inspection by the Trustees in the manner and to the extent required by law.

9.4 Execution of Documents. Unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or for any amount.

## 10. GENERAL PROVISIONS

10.1 Seal. The Corporate seal, if any, shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of its incorporation.

10.2 Amendment of Bylaws. These Bylaws may be amended, or repealed, and new

Bylaws may be adopted by the Board of Trustees at any annual, regular, or special meeting of the Board of Trustees. However, no action may be taken that would cause the Corporation to take any action, or grants the Corporation the power to take any action, that is not permitted to be carried on by a corporation exempt from taxation under Section 501 (c)(3) of the Code, or by a corporation to which are deductible under Section 170(c)(2) of the Code.

10.3 Waiver of Notice. Whenever any notice to any Trustee is required by law, the articles of incorporation or these bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. The waiver shall be filed in the records of the Corporation. A Trustee's attendance at a meeting waives objection to a) lack of notice or defective notice of a meeting, unless the Trustee at the beginning of the meeting objects to the holding of the meeting or transacting any business at the meeting, and b) consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the Trustee objects to considering the matter when it is presented.

10.4 Fiscal Year. The fiscal year of the Corporation shall be the calendar year. 1 1.

## INDEMNIFICATION

11.1 Corporation Shall Indemnify. To the fullest extent permitted by the Act as it exists or is hereafter amended, the Corporation shall indemnify any person who was, is, or is 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 Corporation) by reason of the fact that he or she is or was a Trustee, officer, or employee of the Corporation or an individual who is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

11.2 Corporation Shall Reimburse. To the fullest extent permitted by the Act, as it exists or is hereafter amended, the Corporation shall pay for or reimburse the reasonable expenses incurred by a Trustee, officer or employee in any matter described above in subsection 11.1 in advance of the final disposition of the proceeding. The indemnification and advancement of expenses provided for in this section 11 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Trustees, or otherwise. The right to and amount of indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of determination.

## 12. CONTRACTS

12.1 Contract. The Board of Trustees may authorize any officers, directors, employees, 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 confirmed to specific instances.

12.2 Impartiality. No trustee, director, officer, employee, or agent shall grant or make available to any person any consideration, treatment, advantage or favor

beyond that which it is the general practice to grant or make available to all members of the public similarly entitled thereto.

12.3 Representation of Private Person. No Trustee, director, officer, employee, or agent shall appear on behalf of any private person other than himself/herself before the Board of Trustees.

## 13. PROHIBITED ACTIVITIES

The assets of the Corporation are irrevocably dedicated to charitable, scientific, literary, and educational purposes, and to fostering national and international amateur sports competition. part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members (if any), Trustees, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions to further the purposes set forth in the articles of incorporation and in Section 2 of these bylaws. Except as permitted under Section 501 (h) of the Code, no propaganda, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation shall not engage in any activities not permitted to be carried on: (a) by a corporation exempt from taxation under Section 501 of the Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall not have or issue any shares of stock.

During any period of time in which the Corporation shall be classified as a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code; shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject the Corporation to the taxes on failure to distribute income imposed by Section 4942 of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investments in such manner as to subject the Corporation to the taxes on investments which jeopardize charitable purposes imposed by Section 4944 of the Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

The Corporation is intended to qualify as a public nonprofit corporation within the meaning of Section 509(a)(1) and/or Section 509(a)(2) of the Code, The Corporation shall engage in only such activities as are contemplated within one or the other or both of those sections, or the corresponding provisions of any future federal tax laws.

## 14. DISSOLUTION

Upon the dissolution or final liquidation of the Corporation, after the payment or provision for payment of all of the liabilities of the Corporation, all of the remaining assets of the Corporation shall be distributed, as determined by the Board of Trustees, to the federal government or to a state or local government for a public purpose, or to one or more organizations or entities organized and operated for the purpose of promoting youth sports or youth activities in Oregon which are at such time tax exempt organizations under section 501(c)(3) of the Code. Any assets not disposed of by the Board of Trustees shall be disposed of by the court which has general jurisdiction for the county in which the principal office of the Corporation is then

located, exclusively to one or more organizations or entities as such court shall determine which are at such time exempt organizations under Section 501 of the Code.

## 15. LIMITATION OF LIABILITY

To the fullest extent permitted by the Act, as it exists or may hereafter be amended, no Trustee or officer of the Corporation shall be liable to the Corporation for monetary damages for conduct occurring on or after the date of adoption of this provision. Any amendments to or repeal of this provision or the Act shall not adversely affect any right or protection of a Trustee or officer of the Corporation for or with respect to any acts of omissions of such Trustee or officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protections set forth in this Section 115 unless the change in the law specifically requires such reduction or elimination. This provision, however, shall not eliminate or limit the liability of a Trustee or officer for:

- a) Any breach of the duty of loyalty to the Corporation;
- b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c) Any unlawful distribution;
- d) Any transaction from which the Trustee Or officer derived an improper personal benefit; and
- e) Any act or omission in violation of Sections 65.361 to 65.367 of the

Act. The foregoing Bylaws were adopted by the Board of Trustees on March 21, 2023