

**REGULATIONS
OF
OHIO YOUTH RUGBY ASSOCIATION**

**Date:
January 13, 2025**

**Article 1
The Corporation**

- 1.1 **Name.** The name of this corporation is “Ohio Youth Rugby Association.” (doing business as “Rugby Ohio”).
- 1.2 **Formation.** The corporation is a non-profit corporation which has been formed under the laws of the State of Ohio.
- 1.3 **Purposes.**
- (a) The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).
 - (b) The specific and primary purpose of the corporation is to promote and encourage teamwork, physical fitness and public participation in the sport of rugby.
 - (c) Notwithstanding any other provision of these Regulations, the corporation shall not engage in any activity or exercise any power that is not in furtherance of a charitable or educational purpose, and shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.
 - (d) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h)), and the corporation shall not participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- 1.4 **Powers.** The corporation shall have the power to take any lawful action necessary, appropriate or desirable to carry out its purposes consistent with the Act.
- 1.5 **Registered Office.** The corporation’s registered office shall be located at PO Box 45400 Westlake, OH 44145.

Article 2 Member Clubs

- 2.1 **Member Clubs.** The voting Members of the corporation shall be the high school and youth rugby teams who are registered with the corporation and in good standing with USA Rugby and the corporation.
- 2.2 **Membership Right and Responsibilities.** Members shall have the right to elect the Board of Directors of the corporation and to approve major organizational changes in the corporation. Members have the right to participate in programs, events, or other services offered by the corporation, as applicable. To remain a Member in good standing, each Member shall pay applicable dues as required for membership and shall adhere to the corporation's bylaws, rules, and policies.
- 2.3 **Recognition as a Member.** A high school or youth rugby team shall become a member upon _____. A team's membership shall continue until _____.
- 2.4 **Member Representative.** Each Member Club shall designate an individual ("Member Representative") to be its representative on all matters coming before the corporation. The individual shall continue to be the Member Club's representative until written notice designating another representative of the Member Club is delivered to the Secretary of the corporation.
- 2.5 **Annual Meeting of Members.** The annual meeting of Members shall be scheduled by the Secretary of the corporation and shall take place in conjunction with the Annual General Meeting of the Board of Directors. Notice of the Annual Meeting shall be given to the Members not less than ninety (90) days prior to the date that the Board determines to be the date, time, and place of the Annual Meeting.
- 2.6 **Special Meetings.** 20% of the Members, the Board of Directors, or the President of the corporation may call a special meeting of the Members. Upon delivery of a written request stating the proposed date and purpose or purposes of the meeting to the Secretary of the corporation, the Secretary shall cause notice to be given to the Members as provided in Section 2.7.
- 2.7 **Notice of Meetings.** Notice of the Annual Meeting shall be given to the Member Representatives not less than ninety (90) days prior to the date that the Board determines to be the date, time, and place of the Annual Meeting. Not less than thirty (30) days nor more than sixty (60) days before the date fixed for a special meeting, written notice stating the date, time, place, and, in the case of a special meeting, the purposes of such meeting, shall be given by or at the direction of the President or Secretary of the corporation. Such

notice shall be given by personal delivery, mail, facsimile, telegram, electronic mail, or other written media addressed to the Member Representatives at their respective addresses as the same appear on the records of the corporation; provided, however, that if facsimile or electronic mail notice is utilized, receipt must be confirmed.

- 2.8 **Quorum.** The Members present in person or by proxy representing a majority of the voting power of the corporation shall constitute a quorum for a meeting of Members; provided however, that at any meeting, regardless of whether a quorum is present, a majority of the Members present may adjourn from time to time without notice other than by announcement at such meeting.
- 2.9 **Voting.** Only persons who are registered as the Member Representative of a Member Club shall be entitled to vote at meetings of the Member Clubs.
- 2.10 **Proxies.** Any Members may be represented at a meeting of Members for any purpose, including any vote to be taken thereat, by proxy appointed in writing, executed by the Member Club's Member Representative, and delivered to the Secretary or presiding officer at or before such meeting.
- 2.11 **Meetings Held Through Communications Equipment.** Meetings of the Members may be held through communications equipment if all persons participating can hear each other and such participation shall constitute presence at such a meeting.

Article 3 Board of Directors

- 3.1 **General Powers.** Except as set forth in the Articles of Incorporation or these Bylaws, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the Board of Directors. The Board of Directors shall exercise the powers of the corporation and manage the business and affairs of the corporation in accordance with Sections 1.3 and 1.4.
- 3.2 **Restrictions on Authority.** The Board of Directors shall not have the power to do any of the following without the prior written consent of a two-thirds majority of the Member Clubs:
- (a) Amend or restate the Articles of Incorporation or Bylaws of the corporation;
 - (b) Dissolve, merge, or transfer all or substantially all the assets of the corporation;
 - (c) Purchase, lease or otherwise acquire real property; or
 - (d) Sell, lease, transfer or encumber the real property of the corporation.

- 3.3 **Number and Qualification of Directors.** The Corporation shall be governed by a Board of Directors consisting of nine (9) directors. The Board shall include three (3) regional directors representing high school and youth rugby, with one director elected from each of the following regions of the state of Ohio: Central, North, and South. These regional directors shall be elected by a majority vote of the Member Clubs assigned to the respective region. The Board shall also include three (3) directors, with one director elected from each of the following competitive divisions: High School, Middle School, and Youth. The Board shall also include three community member (3) directors, with one director elected from each of the three regions. Community Member Directors are meant to serve the purpose of bringing professional knowledge and/or expertise to the Board. Community Member Directors cannot have any current affiliation with any club as a coach, club administrator, school administrator, or player parent. All directors must be individuals of good character with a demonstrated commitment to the advancement of youth rugby in Ohio. Directors must also meet any additional qualifications specified in these Regulations or as may be required by applicable law governing tax-exempt organizations.
- 3.4 **Election of Directors.** At each meeting of the Members for the election of directors, the nominees who meet the qualification requirements and who receive the greatest number of votes shall become the directors. Directors may be elected at any meeting of the Members if the notice states that one of the purposes of such meeting is the election of directors.
- 3.5 **Term.** Each Director shall serve a two-year term following their appointment. Despite the expiration of a Director's term, each Director shall continue to serve until the Director's successor is appointed and qualifies.
- 3.6 **Resignation.** A Director may resign at any time by delivering written notice to the Board of Directors or the corporation. A resignation is effective when the notice is received by the Board of Directors or the corporation unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.
- 3.7 **Removal.** Any Director may at any time be removed from office for repeated failure to attend meetings of the Board, or for any other cause deemed sufficient by the Board, by the affirmative vote of a two thirds majority of the whole authorized number of Directors.
- 3.8 **Vacancies.** If a vacancy occurs on the Board of Directors, the remaining Directors may fill the vacancy by appointing an individual to the Board of Directors who meets the same qualifications required of the director who caused the vacancy.

- 3.9 **Regular Meetings.** The Board Of Directors shall meet no less frequently than quarterly to consider administrative and substantive matters regarding the Corporation and take such action to make such recommendations as it deems appropriate.
- 3.10 **Special Meetings.** The Board of Directors shall hold a special meeting on the call of the President or any two Directors. Special meetings of the Board of Directors must be preceded by at least two days' notice to each Director of the date, time, and place of the meeting. Except as otherwise required under the Act or these Bylaws, the notice need not describe the purposes of the special meeting.
- 3.11 **Waiver of Notice.**
- (a) A Director may at any time waive any notice required by law, the Articles of Incorporation, or these Bylaws. Except as set forth in Section 3.11(b), the waiver must be in writing, must be signed by the Director, must specify the meeting for which notice is waived, and must be delivered to the corporation for inclusion in the minutes or filing with the corporate records.
 - (b) A Director's attendance at a meeting waives objection to lack of notice or defective notice 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.
- 3.12 **Quorum.** A majority of the number of Directors in office immediately before a meeting of the Board of Directors begins constitutes a quorum for that meeting.
- 3.13 **Voting.**
- (a) If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present when the act is taken is the act of the Board of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.
 - (b) A Director who is present at a meeting of the Board of Directors or at a Committee of the Board of the Directors when corporate action is taken is deemed to have assented to the action taken unless:
 - (i) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;

- (ii) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting, or
- (iii) The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

3.14 **Meeting by Telephone or Videoconference.** Unless the Directors vote to meet in person, all meetings of the Board of Directors shall be held by video or telephone conference in which all participants can hear each other in real time. Participation in any meeting by these means constitutes presence in person at a meeting.

3.15 **Standard of Conduct.**

- (a) A Director shall discharge the duties of a Director, including the Director's duties as a member of a Committee:
 - (i) body similar circumstances; and
 - (iii) In a manner the Director reasonably believes it to be in the best interests of the corporation.
- (b) In discharging the duties of a Director, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
 - (i) One or more Officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - (ii) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
 - (iii) A Committee of the Board of Directors of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the Committee merits confidence.
- (c) A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 2.8(b) unwarranted.

3.16 Conflicts of Interest.

- (a) If a Director knows or reasonably believes that a conflict of interest transaction in which the Director has a direct or indirect interest is to be discussed or voted on at a meeting, the Director shall, either prior to or at the meeting, disclose fully to the Board of Directors or to a Committee of the Board of Directors the material facts of the transaction and the Director's interest in the transaction.
- (b) A conflict of interest transaction may be approved by the vote of the Board of Directors or a Committee of the Board of Directors if the material facts of the transaction and the Director's interest in the transaction are disclosed fully or known to the Board of Directors or Committee of the Board of Directors. A conflict of interest transaction is authorized, approved, and ratified if it receives the affirmative vote of a majority of the Directors who have no direct or indirect interest in the transaction; provided, however, a conflict of interest transaction may not be authorized, approved, or ratified by less than five (5) Directors. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purposes of taking action under this Section 2.9(b). The presence of, or vote cast by, a Director with a direct or indirect interest in the transaction shall not affect the validity of any action taken if the transaction is otherwise approved as provided in this Section 2.9(b).
- (c) A conflict of interest transaction is not voidable and may not be the basis for imposing liability on a Director if the transaction was entered into or is approved as provided in Section 2.9(b).
- (d) A "conflict of interest" transaction is a transaction with the corporation in which a Director has a direct or indirect interest (whether financial or otherwise and whether actual or potential).
- (e) A Director has an "indirect interest" in a transaction if (i) a family member of the Director is a party to the transaction, (ii) another entity in which the Director has a material interest is a party to the transaction, or (iii) another entity of which the Director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors.
- (f) A "family member" of an individual shall include the individual's brothers and sisters (whether by whole blood or half-blood), spouse, ancestors, lineal descendants, and in-laws of any of the foregoing. A legally adopted child of an individual shall be treated as a child of such individual by blood.

- 3.17 **Liability.** No Director shall be personally liable to the corporation or the members, if any, for monetary damages for conduct as a Director; provided, however, that this Section 3.17 shall not eliminate or limit the liability of a Director for (i) any act or omission occurring prior to the effective date of these Bylaws, (ii) any breach of the Director's duty of loyalty to the corporation, (iii) acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, (iv) any unlawful distribution, (v) any transaction from which the Director derived an improper personal benefit, and (vi) any act in violation of state law.
- 3.18 **Executive Committee.** The Executive Committee shall be comprised of the officers of the Corporation and the Committee Chairs. At all times, the composition of the Executive Committee shall be an uneven number. If the number of Officers and Committee Chairs results in an even number of members of the Executive Committee, the President shall appoint an additional person to the Executive Committee. The Executive Committee shall operate and function in the following manner:
- (a) The President shall chair the Executive Committee. The Executive Committee shall meet at least four (4) times each year between regular meetings of the Board or as called by the Chairperson of the Board.
 - (b) A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of the majority of the members of the Executive Committee present at a duly constituted meeting.
 - (c) Meetings of the Executive Committee may be held on not less than three (3) days written notice from the President at such times and places as the President may designate. The President shall convene a minimum of four (4) meetings each year of the Executive Committee.
 - (d) Any member of the Executive Committee who fails to attend at least one-half of its meetings may be removed from the Committee by vote of a majority of the members present at a duly constituted meeting.
 - (e) The Executive Committee shall cause to be kept regular minutes of its proceedings and report the same to the Board for its information at the meeting thereof next held after the proceedings of the Executive Committee shall have been taken.

The Executive Committee shall have all authority regarding the operations and management of the business of the Corporation during the period between the dates and times of the meetings of the Board. In addition to the foregoing and not in limitation thereof, the

Executive Committee shall have the following specific rights, powers, privileges, authorities:

- (a) To supervise and evaluate the President of the Corporation, and the President's compensation, employment benefits and terms of employment, and to evaluate the performance of the President as the Chief Executive Officer of the Corporation.
- (b) To establish the Guidelines to be provided to the Board regarding the Directors' commitments to the Corporation and its events.
- (c) To designate persons to serve as Directors in the event of the death, resignation, or removal of a Director, which designation shall only be for the period from the date of such designation until the next meeting of the Board.
- (d) To make recommendations to the Board regarding strategic issues of the Corporation as and when is appropriate.
- (f) To review and approve and present to the Board at its Annual Meeting an operating budget of the Corporation.
- (g) To the extent the Committee desires to, it may review and evaluate the services provided by independent contractors to the Corporation, including services provided to the Corporation by its independent firm of certified public accountants.

It is intended that the Executive Committee have the authority to act in the same manner and to the same extent in such periods of time as the Board is not in session, except the Executive Committee shall have no authority to alter, amend or repeal the Code of Regulations, amend the Articles, or do any act, deed or thing required under the laws of the State of Ohio to be undertaken by the members of the Board, acting as Directors. The Executive Committee shall maintain minutes of its meetings and shall submit a copy of its minutes to the Board for ratification at meetings of the Board but no less than once each year.

- 3.19 **Compensation.** No Director shall receive any compensation for services rendered as a Director. The corporation may, in its sole discretion, reimburse a Director for any reasonable expenses incurred by the Director in connection with the attendance of any meeting.

Article 4 **Board of Directors Meetings**

- 4.1 **Regular Meetings.** The Board of Directors shall hold a minimum of three (3) regular meetings each calendar year on such dates and at such times as may be designated by the Board

of Directors, or, if not so designated, then on September 15 and April 15 of each year, for the purpose of discussing the business and affairs of the corporation. If the day fixed for a regular meeting is a holiday in the State of Ohio, the meeting shall be held on the next succeeding business day. Unless otherwise designated by the Board of Directors, regular meetings shall be held at the corporation's principal office. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting.

4.2 **Special Meetings.** The Board of Directors shall hold a special meeting on the call of the President or any two Directors. Special meetings of the Board of Directors must be preceded by at least two days' notice to each Director of the date, time and place of the meeting. Except as otherwise required under the Act or these Regulations, the notice need not describe the purposes of the special meeting.

4.3 **Waiver of Notice.**

(a) A Director may at any time waive any notice required by law, the Articles of Incorporation or these Regulations. Except as set forth in Section 3.3(b), the waiver must be in writing, must be signed by the Director, must specify the meeting for which notice is waived, and must be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) A Director's attendance at a meeting waives objection to lack of notice or defective notice 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.

4.4 **Quorum.** A majority of the number of Directors in office immediately before a meeting of the Board of Directors begins constitutes a quorum for that meeting.

4.5 **Voting.**

(a) If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present when the act is taken is the act of the Board of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

(b) A Director who is present at a meeting of the Board of Directors or at a Committee of the Board of the Directors when corporate action is taken is deemed to have assented to the action taken unless:

(i) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;

- (ii) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting, or
- (iii) The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

- 4.6 **Telephone Meetings.** The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- 4.7 **Action Without a Meeting.** Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all member of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken without a meeting is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. Any transmission by authorized communications equipment that contains an affirmative vote or approval of the person sending the transmission is a signed writing for purposes of this section. The date on which that transmission by authorized communications equipment is sent is the date on which the writing is signed.

Article 5

Committees of the Board of Directors

- 5.1 **Committees.** The Committees proscribed in these Regulations shall be standing committees. Except as otherwise provided by these Regulations, the majority of the members of each committee shall be directors. Persons who are not members of the Board of Directors shall be eligible to serve on committees other than the Executive Committee.
- 5.2 **Standing Committees.** The Corporation shall have the following standing committees: Executive Committee, Communications/Public Relations Committee, Competitions Committee, Coaches Committee, Development and Marketing Committee, Safety and Education Committee, Finance Committee, and Governance Committee. Except as otherwise specifically provided by these Regulations, the President shall appoint Committee Chairs and the members of the committees. The Chairs of all standing Committees shall be directors. At a committee meeting a quorum shall be one-half the members of the committee, provided that a majority of those counted toward the quorum are directors. Subject to applicable limitations contained in these Regulations, minutes shall be kept of each committee meeting and signed by the Committee Chair or any other member of the Committee

and shall be filed in the records of the corporation. Standing Committees may from time to time create subcommittees as they deem appropriate.

- (a) Executive Committee. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the board to manage the affairs of the Corporation, except for the power to amend the Articles of Incorporation and the Code of Regulations, and is subject to the direction and control of the full board. The Executive Committee shall establish the terms of employment of all employees of the Corporation, shall conduct employee evaluations at least annually, and shall determine changes in compensation and benefits for employees. The officers and immediate past President if still serving as a Director, shall serve as members of the Executive Committee. The President shall be the Chair of the Executive Committee and shall have the authority to appoint additional members to the committee as warranted, subject to the last sentence of this paragraph. The Executive Committee shall meet at regular intervals appropriate to conduct necessary business. All members of the Executive Committee shall be Appointed Directors.
- (b) Communications/Public Relations Committee. The Communications/Public Relations Committee shall take steps to promote the sport and improve communications with the Corporation's stakeholders.
- (c) Competitions Committee. The Competitions Committee shall oversee development of the league structure and schedules.
- (d) Development and Marketing Committee. The Development Committee shall lead the board's participation in resource development and fund-raising. It shall help educate directors about the organization's program plans and the resources needed to realize those plans. The Committee shall provide information about the status of the Corporation's fund-raising activities in particular and shall play a strong role in identifying, cultivating, and approaching major donors. Through marketing efforts, the Committee will promote the sport and the Rugby Ohio brand. It will develop materials to support club growth, growth of women's rugby, and growth of youth and high school rugby.
- (e) Safety & Education Committee. The Safety and Education Committee shall be responsible for developing education and safety programming, not otherwise developed by the Coaches Committee [see section (h) below] for players, parents, supporters, board members, staff and other stakeholders through camps, clinics, webinars, and improved website content for all users.

- (f) Finance Committee. The Finance Committee shall be charged with developing and recommending the annual budget; monitoring revenue and income statements; and reviewing the annual Form 990, The Form 522, and the state of Ohio annual charitable registration. The Finance Committee shall also oversee the accounting and financial reporting policies and practices; internal controls (including disclosure controls and procedures); and the quality and objectivity of the financial statements.
- (g) Governance Committee. The Governance Committee shall ensure that the Board functions at the highest level of effectiveness; assess Board size, structure and composition; establish director selection and engagement criteria; facilitate and evaluate the contribution of each director; recruit and engage new directors; recommend a slate to stand for election to fill the officer positions. The committee shall make recommendations to enhance governance; and be responsible for such other matters assigned to it by the Board of Directors, the Executive Committee, or the President. The Governance Committee shall review and update these corporate regulations as needed; keep the Corporation's policies and procedures updated to conform with changes in USA Rugby rules and changes adopted by the Board of Directors, and oversee the development of written policies and procedures for internal administration. The Governance Committee shall also ensure that the Board functions at the highest level of effectiveness; assess Board size, structure and composition; establish director selection and engagement criteria; facilitate and evaluate the contribution of each director; recruit and engage new directors; recommend a slate to stand for election to fill the officer positions. The committee shall make recommendations to enhance governance; and be responsible for such other matters assigned to it by the Board of Directors, the Executive Committee, or the President.
- (h) Coaches Committee. The Coaches Committee is responsible for developing coaches' capability, resolving coaches' grievances not involving discipline, and representing coaches to the larger Board of Directors for all levels of play within the Rugby Ohio community. Activities for this committee will include, but not be limited to camps, clinics, handbooks, and webinars for the coaching community. The Coaches Committee defines boundaries and clarity for expected coaches' behavior and is responsible for maintaining, updating, and distributing the Coaches Manual. The Coaches Committee will conduct an annual review and provide a set of recommendations to the competition Policies and Procedures.

5.3 **Working Groups.** Working Groups may be appointed by the Chair of the Board as circumstances warrant. A Working Group shall limit its activities to the accomplishment of the tasks for which it was appointed and shall have no power to act except as specifically authorized by the Board of Directors. Upon completion of the task for which it was appointed, Working Group shall stand dissolved.

- 5.4 **Term.** Unless otherwise specified by the Board of Directors, the terms of all Committee members expire at the first regular meeting of the Board of Directors in each calendar year. Despite the expiration of a Committee member's term, the Committee member shall continue to serve until the Committee member's successor is elected and qualifies or until there is a decrease in the number of Committee members and the Committee member is not re-appointed.
- 5.5 **Resignation.** A member of a Committee may resign at any time by delivering written notice to the President of the Committee or the Board of Directors. A resignation is effective when the notice is received by the President of the Committee or the Board of Directors unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the President of the Committee or the Board of Directors.
- 5.6 **Removal.** The Board of Directors may at any time remove one or more member of a Committee with or without cause.
- 5.7 **Vacancies.** If a vacancy occurs on a Committee, including a vacancy resulting from an increase in the number of members of the Committee, the Board of Directors may fill the vacancy by appointing a Director to the Committee.
- 5.8 **Committee Meetings.** Each Committee shall hold regular meetings on such dates and at such times as may be designated by the Committee. Each Committee shall hold a special meeting on the call of the Chair of the Committee or any two member of the Committee. To the extent not inconsistent with this Section 4.8, the provisions of Article III governing Board of Directors meetings shall apply to Committee meetings.
- 5.9 **Standard of Conduct.** The standards of conduct set forth in Section 2.8 shall apply to all Committee members. The creation of, delegation of authority to, or action by a Committee does not alone constitute compliance by a Director with the standards of conduct set forth in Section 2.8.

Article 5 Officers

- 6.1 **Officers.** The Officers of the corporation shall include a President, a Vice-President, a Secretary and a Treasurer, and such other Officers as the Board of Directors may from time to time establish. The same individual may simultaneously hold more than one office in the corporation.
- 6.2 **Election.** The Board of Directors shall elect the Officers at the first regular meeting of the Board of Directors in each calendar year.
- 6.3 **Term.** Unless otherwise specified by the Board of Directors, the terms of all Officers expire at the first regular meeting of the Board of Directors in each calendar year. Despite the

expiration of an Officer's term, each Officer shall continue to serve until the Officer's successor is elected and qualifies or until the office is abolished.

- 6.4 **Resignation.** An Officer may resign at any time by delivering written notice to the Board of Directors. A resignation is effective when the notice is received by the Board of Directors unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.
- 6.5 **Removal.** The Board of Directors may at any time remove any Officer with or without cause.
- 6.6 **Vacancies.** If a vacancy occurs in an office, the Board of Directors may fill the vacancy by appointing an Officer to the office.
- 6.7 **Authority.** Each Officer has the authority and shall perform the duties set forth in these Regulations and, to the extent consistent with these Regulations, has the authority and shall perform the duties prescribed by the Board of Directors or by direction of an Officer authorized by the Board of Directors to prescribe the authority and duties of other Officers.
- 6.8 **Standard of Conduct.** The standards of conduct set forth in Section 2.8 shall apply to all Officers; provided, however, that Section_2.8(b)(3) shall not apply to Officers.
- 6.9 **Liability.** The liability provisions set forth in Section 2.10 shall apply to all Officers.
- 6.10 **Contract Rights.** The appointment of an Officer does not itself create contract rights.
- 6.11 **President.** The President shall be the principal executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise, direct and control the business and affairs and the other Officers of the corporation. The President shall preside at all membership meetings and at all meetings of the Board of Directors. The President shall perform all duties commonly incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors.
- 6.12 **Vice-President.** The Vice-President shall perform all of the duties of the President in the absence or disability of the President and shall perform such other duties as from time to time may be assigned by the Board of Directors.
- 6.13 **Secretary.** The Secretary shall (i) prepare the minutes of all membership meetings, all meetings of the Board of Directors, and all meetings of all Committees of the Board of Directors, (ii) maintain a copy of all of the records, accounts and reports of the corporation at the corporation's principal office, (iii) supervise all correspondence of the corporation, (iv) ensure that all notices are duly given in accordance with the provisions of these Regulations or as may be required by law or contract, (v) countersign all instruments requiring the seal of the corporation except when the power to sign or execute is expressly delegated to another Officer by the Board of Directors or these Regulations, (vi) authenticate records of the corporation, and (vii) in general perform all duties commonly incident to the office

of Secretary and such other duties as from time to time may be assigned by the Board of Directors or an Officer authorized by the Board of Directors to prescribe the duties of other Officers.

- 6.14 **Treasurer.** The Treasurer shall (i) have charge and custody of and be responsible for all funds of the corporation, (ii) maintain accurate accounts of all of the business transactions of the corporation, (iii) receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors, (iv) at each regular meeting of the Board of Directors, inform the Board of Directors of the current financial status of the corporation, (v) at the annual membership meeting, present reports for the past year's finances, (vi) file IRS and state taxation and other forms when required, and (vii) in general perform all duties commonly incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors or an Officer authorized by the Board of Directors to prescribe the duties of other Officers.

Article 7

Contracts, Loans, Checks and Deposits

- 7.1 **Contracts.** Except as provided otherwise by law or these Regulations, the Board of Directors may authorize any Officers, employees or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, employee or agent shall have any power or authority to bind the corporation by any contract or agreement or to pledge the corporation's credit to render it liable for any purpose or to any amount.
- 7.2 **Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 7.3 **Checks and Drafts.** All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such Officers, employees or agents of the corporation as from time to time shall be determined by resolution of the Board of Directors.
- 7.4 **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article 8
Records, Accounts and Reports

- 8.1 **Records, Accounts and Reports.** The corporation shall maintain the following records, accounts and reports at its principal office:
- (a) Minutes of all meetings of the Board of Directors and all Committees, and records of all corporate actions taken by the Board of Directors and all Committees without a meeting;
 - (b) Accounting records of all operations and expenditures of the corporation;
 - (c) Articles of Incorporation, and all amendments and restatements currently in effect;
 - (d) Regulations, and all amendment and restatements currently in effect;
 - (e) A list of the names and business or home addresses of the Directors and Officers;
 - (f) The last three annual financial statements of the corporation, if any, and the last three accountant's reports, if annual financial statements are reported upon by a public accountant; and
 - (g) The most recent annual report of the corporation delivered to the Secretary of State.
- 8.2 **Confidentiality.** Except as is necessary to conduct the business of the corporation, the records, accounts and reports of the corporation shall be held in confidence by those persons with access to them to the extent such records and reports have not become known to the public.

Article 9
Indemnification

- 9.1 **Directors and Officers.** The corporation shall indemnify its Directors and Officers who are made, or threatened to be made, parties to a proceeding by reason of the fact that the person is or was a Director or Officer of the corporation, for uninsured liability incurred by such persons as a result of such proceedings, to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of alleged occurrences of actions or omissions preceding any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Act permitted the corporation to provide prior to such amendment).
- 9.2 **Employees and Other Agents.** The corporation may indemnify an employee or other agent who is made, or threatened to be made, a party to a proceeding by reason of the fact that the person is or was an employee or agent of the corporation, for uninsured liability incurred by such person as a result of such proceeding.

- 9.3 **No Presumption of Bad Faith.** The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal proceeding, that the person had reasonable cause to believe that its conduct was unlawful.
- 9.4 **Advances of Expenses to Directors and Officers.** The uninsured reasonable expenses incurred by a Director or Officer in any proceeding to which that person is made a party by reason of the fact that the person is or was a Director or Officer shall, at the written request of the Director or Officer, be paid by the corporation prior to final judgment or disposition of the matter, if the Director or Officer furnishes the corporation (i) a written affirmation of such person's good faith belief that such person is entitled to be indemnified by the corporation, and (ii) a written undertaking to repay such advance to the extent that it is ultimately determined by a court that such person is not entitled to be indemnified by the corporation. Such advances shall be made without regard to the person's ability to repay such expenses and without advance determination of the person's ultimate entitlement to indemnification under this Article VIII or otherwise.
- 9.5 **Witnesses.** The corporation may indemnify a Director or Officer who appears as a witness in a proceeding at a time when the Director or Officer has not been made a party to the proceeding, for uninsured liability incurred by such person as a result of such proceeding.
- 9.6 **Enforcement.** Without the necessity of entering into an express contract, all rights to indemnification and advances to or on behalf of Directors and Officers under this Article VIII shall be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between the corporation and the Director or Officer who serves in such capacity at any time while these Regulations and relevant provisions of the Act and other applicable law, if any, are in effect. Any right to indemnification or advances granted by this Article VIII to a Director or Officer shall be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (i) the claim for indemnification or advances is improperly denied, in whole or in part, or (ii) no disposition of such claim is made within 90 days after a written request therefor. The claimant in such enforcement action, if successful in whole or in part, shall be entitled to be paid also the reasonable expense of prosecuting the enforcement claim. It shall be a defense to any such action (other than an action brought to enforce a claim for reasonable expenses incurred in connection with any proceeding in advance of its final disposition when the required affirmation and undertaking have been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standard of conduct set forth in the Act, nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the claimant has not met such applicable standard of

conduct, by itself shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

- 9.7 **Non-Exclusivity of Rights.** The rights conferred on any person by this Article VIII shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of Articles of Incorporation, Regulations, agreement, vote of disinterested Directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding office. The Board of Directors is specifically authorized to enter into individual contracts with any or all of the corporation's Directors, Officers, employees, or agents on behalf of the corporation respecting indemnification and advances, to the fullest extent permitted by the law. To the extent any such contract is more limited than the rights created by this Article VIII, the contract shall govern.
- 9.8 **Survival of Rights.** The rights conferred on any person by this Article VIII shall continue as to a person who has ceased to be a Director, Officer, employee or other agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- 9.9 **Insurance.** To the fullest extent permitted by the Act, the corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Article VIII or any contract. Any obligation or authorization of the corporation for payment of indemnity or advancement of expenses to or on behalf of a Director, Officer, employee, or other agent pursuant to any provision in this or other documents shall be extinguished to the extent there is enforceable insurance coverage for the same expenses or liabilities. If insurance coverage is disputed, the corporation shall advance any expenses and other payments required by this Article VIII upon assignment of the claim against the insurer for failure to provide or pay such amounts.
- 9.10 **Amendment.** Any repeal of this Article VIII shall operate only prospectively and no repeal or modification hereof shall adversely affect the rights under this Article VIII in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any agent of the corporation.
- 9.11 **Savings Clause.** If any portion of this Article VIII is invalidated on any ground by any court of competent jurisdiction, the corporation shall retain the obligation or power to indemnify each Director, Officer, or other agent to the fullest extent permitted by any applicable portion of this Article VIII that shall not have been invalidated, or by any other applicable law.
- 9.12 **Certain Definitions.** For purposes of this Article VIII, the terms Director, expenses, liability, Officer, party and proceeding shall have the meanings ascribed to such terms in ORS 65.387 as in effect as of the date these Regulations are adopted.

Article 10

Distribution of Assets Upon Dissolution

The assets of the corporation are irrevocably dedicated to charitable and educational purposes, and no part of the assets of the corporation shall ever inure to the benefit of any Director, Officer or other individual having a personal or private interest in the activities of the corporation. Upon the dissolution of the corporation, the assets of the corporation remaining after payment, or provision for payment, of all of the debts and liabilities of the corporation shall be distributed to one or more organizations selected by the Board of Directors; provided, however, that any such organization must be exempt from taxation under Section 501(c)(3) of the Code at the time of the distribution.

Article 11
Amendments

These Regulations may be amended, repealed or restated only if a two-thirds majority of the Board of Directors approves such amendment, repeal or restatement in writing.