

ADAPTIVE SPORTS **NORTHWEST**



January 27

Bylaws

2016

Revised and Restated Bylaws

Adaptive Sports
Northwest

BYLAWS
OF
Adaptive Sports Northwest.
(An Oregon Nonprofit Corporation)

ARTICLE I
Purpose

Adaptive Sports Northwest exists, not only to provide adaptive sports and recreation opportunities to those in Oregon & SW Washington, but to tap the potential of possibility in each individual who participates with us. We believe that everyone learns life lessons through sport. Through fair play, integrity and passion people can improve all aspects of their lives.

ARTICLE II
Offices

2.1 Registered Office. The Corporation shall continuously maintain in the State of Oregon a registered office that may be, but need not be, the same as any of its places of operation.
(ORS 65.111(2))

2.2 Principal and Other Offices. The Corporation may locate its principal office and such other offices, within or outside the State of Oregon, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III
Board of Directors

3.1 General Powers. All corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation.
(ORS 65.301(2))

3.2 Qualification. All Directors must be individuals. Directors need not be residents of the State of Oregon, unless required by the Articles of Incorporation. (ORS 65.304)

3.3 Election and Appointment. All the Directors shall be elected or appointed as provided in the Articles of Incorporation or these Bylaws. (ORS 65.311(2)). The board shall elect Directors at any board meeting where proper notice is provided that the purpose or one of the purposes, of the meeting is election of Director(s).

3.4 Number. The number of Directors shall be not less than five.

3.5 (a) Term. An individual who is a Director shall continue to serve as a Director until (1) the adjournment of the meeting of the Board of Directors at which his or her successor is elected, (2) the Director's resignation is effective or (3) the Director is removed or.

(b) Each Director shall serve a four year term from time of first election; Directors may be elected for successive terms. (ORS 65.314)

3.6 Resignation.

- (a) A Director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. (ORS 65.321(1))
- (b) A resignation is effective when the notice is effective under Article VI unless the notice specifies a later effective date. (ORS 65.321(2), .034)
- (c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. (ORS 65.321(3))

3.7 Removal.

- (a) A Director may be removed only at a meeting of the Board of Directors called for the purpose of removing the Director and the meeting notice must state that the purpose or one of the purposes, of the meeting is removal of the Director. A Director who has been removed promptly thereafter shall be given written notice thereof by the Secretary of the corporation. (ORS 65.324(5))
- (b) A Director may be removed with or without cause, unless the Articles of Incorporation provide that Directors may be removed only for cause, by the vote of two-thirds (2/3) of the Directors then in office or such greater number as is set forth in the Articles of Incorporation. (ORS 65.324(8), .331(2))

3.8 Vacancies.

- (a) If a vacancy occurs on the Board of Directors then the Board of Directors shall fill the vacancy. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. (ORS 65.334(1))

3.9 Regular Meetings.

- (a) Unless the Articles of Incorporation provide otherwise, regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. The Board of Directors may provide, by resolution, the date, time and place, either within or without the State of Oregon, for the holding of regular meetings without other notice than such resolution. (ORS 65.344(1), .337(1), .337(2))

- 3.10 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the date, time and place, either within or without the State of Oregon, as the date, time and place for holding any special meeting of the Board of Directors called by him, her or them. (ORS 65.337(1), .337(2), .344(3))

- 3.11 Telephone Meetings. Unless the Articles of Incorporation provide otherwise, 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. (ORS 65.337(3))

3.12 Action Without a Meeting.

(a) Unless the Articles of Incorporation provide otherwise, 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 members 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. (ORS 65.341(1))

(b) Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. (ORS 65.341(2))

(c) A consent signed under this Section has the effect of a meeting vote and may be described as such in any document. (ORS 65.341(3))

3.13 Notice of Meetings.

(a) Unless the Articles of Incorporation provide for a longer or shorter period, special meetings of the Board of Directors must be preceded by at least seven (7) days' notice to each Director of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting unless required by the Articles of Incorporation. (ORS 65.344(2), .034)

(b) Notwithstanding any other provision of these Bylaws, the annual meeting of the Board of Directors shall be preceded by at least fifteen (15) days' notice to each Director and member of the date, time and place of the meeting.

3.14 Waiver of Notice.

(a) A Director at any time may waive any notice required by law, the Articles of Incorporation or these Bylaws. Except as provided in subsection (b) of this Section, the waiver must be in writing, must 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 corporate records. (ORS 65.347(1))

(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 action taken at the meeting. (ORS 65.347(2))

3.15 Organization of Meetings. At every meeting of the Board of Directors:

- (a) The President, or if the President is absent, then any Director chosen by a majority of the Directors present at the meeting, shall act as chairman of the meeting.
- (b) The Secretary, or if the Secretary is absent, then any individual chosen by a majority of the Directors present at the meeting, shall act as secretary of the meeting.

3.16 Quorum.

- (a) Unless the Articles of Incorporation provide for a greater or lesser number, a majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (a) If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of Directors. (ORS 65.351(3))
- (b) A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:
 - (1) 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;
 - (2) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting;
or
 - (3) 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.
(ORS 65.351(4))

3.17 Committees.

- (a) Unless the Articles of Incorporation provide otherwise, the Board of Directors may create one or more committees of the Board of Directors which exercises the authority of the Board of Directors and shall appoint members of the Board of Directors to serve on them. The Board of Directors shall appoint one member of each committee as the chairman of the committee. Each committee shall have two (2) or more members, who shall serve at the pleasure of the Board of Directors. (ORS 65.354(1))
- (b) The creation of a committee and appointment of members to it must be approved as provided in Section 3.17(a). (ORS 65.354(2))
- (c) The provisions of the Articles of Incorporation and these Bylaws governing meetings, action

without meetings, notice and waiver of notice requirements of the Board of Directors apply to committees and their members as well. Unless the Articles of Incorporation require a greater number or a lesser number, a quorum of a committee consists of a majority of the number of members. If a quorum is present when a vote is taken, the affirmative vote of a majority of members present is the act of the committee unless the Articles of Incorporation or these Bylaws require the vote of a greater number of members. (ORS 65.354(3))

(d) Except as provided in subsection (e) of this Section, to the extent specified by the Board of Directors or in the Articles of Incorporation, each committee may exercise the authority of the Board of Directors. (ORS 65.354(4))

(e) A committee may not:

(1) Authorize distributions;

(2) Approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;

(3) Elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or

(4) Adopt, amend or repeal the Articles of Incorporation or these Bylaws. (ORS 65.354(5))

3.18 Section Deleted.

3.19 General Standards for Directors. A Director shall discharge the duties of a Director, including the Director's duties as a member of a committee of the Board of Directors:

(a) In good faith;

(b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(c) In a manner the Director reasonably believes to be in the best interests of the Corporation. (ORS 65.357(1))

3.20 Loans to Directors.

(a) The Corporation may not lend money to or guarantee the obligation of a Director or officer of the Corporation. (ORS 65.364(1))

(b) The fact that a loan or guarantee is made in violation of this Section does not affect the borrower's liability on the loan. (ORS 65.364(3))

ARTICLE IV

Officers

4.1 Number.

(a) The officers of the Corporation shall be:

(1) the President,

(2) one or more Vice Presidents,

(3) the Secretary,

(4) the Treasurer, and

(5) such other assistant officers as may be deemed necessary by the Board, who shall have such powers and duties as may be prescribed by the Board, each of whom shall be elected by the Board of Directors. (ORS 65.371(1))

(b) The same individual may simultaneously hold more than one office in the Corporation. (ORS 65.371(3))

4.2 Election and Term of Office. The President, those Vice Presidents as determined by the Board of Directors and the Treasurer shall be elected at the annual meeting of the Board of Directors in odd-numbered years. Those Vice Presidents as determined by the Board of Directors and the Secretary shall be elected at the annual meeting of the Board of Directors in even-numbered years. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until the officer's resignation or removal.

4.3 Resignation.

(a) An officer may resign at any time by delivering notice to the President or the Secretary. A resignation is effective when the notice is effective under Article VI unless the notice specifies a later effective date. (ORS 65.381(1), .034)

(b) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. (ORS 65.381(3))

4.4 Removal. An officer who also is a Director may be removed only as provided in Section 3.7(b). The Board of Directors may remove any assistant officer at any time with or without cause. (ORS 65.381(2))

4.5 President.

- (a) The President shall be the principal officer of the Corporation and, subject to the control of the Board of Directors, in general shall be responsible for the supervision, direction and control of the business and affairs of the Corporation. The President shall perform, or cause to be performed, 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. (ORS 65.374)
- (b) The President shall be the general representative of the Corporation in all legal and other matters. The President shall act as the chairman of all meetings of the Board of Directors.

4.6 Vice Presidents.

The Board of Directors may elect one or more Vice Presidents. In the absence of the President or in the event of the President's death, resignation or inability or refusal to act, the Vice Presidents, in order of seniority based on how long each has been an officer of the Corporation, shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors. (ORS 65.374)

4.7 Secretary. The Secretary shall:

- (a) Prepare, or cause to be prepared, the minutes of all meetings of the Board of Directors and shall have custody of the minute book and other corporate records;
- (b) See that all notices provided for in these Bylaws are duly given;
- (c) Authenticate records of the Corporation; and
- (d) In general perform, or cause to be performed, all duties commonly incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. (ORS 65.374, .371(2))

4.8 Treasurer. The Treasurer shall:

- (a) Have custody of and be responsible for all funds, securities and property of the Corporation;
- (b) Oversee the receipt of monies due and payable to the Corporation from any source whatsoever and the deposit all such monies in the name of the Corporation in accordance with the provisions set forth by the board of directors and article 5.4.
- (c) Oversee the payment of all debts and obligations of the Corporation;
- (d) Prudently invest the Corporation's cash;
- (e) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine;

- (f) Keep, or cause to be kept, accurate financial records of the Corporation and present, or cause to be presented, current written financial statements to meetings of the Board of Directors.
- (g) Develop financial policies and fiscal controls for the Corporation;
- (h) Prepare, or cause to be prepared, an annual budget for the Corporation, which shall be submitted for approval at the annual meeting of the Board of Directors; and
- (i) In general perform, or cause to be performed, all duties commonly incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.
(ORS 65.374)

4.9 Salaries. The salaries of the officers, if any, shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary because the officer is also a Director of the Corporation. Any officer who also is a Director may vote upon his or her own salary.

4.10 Standards of Conduct for Officers. An officer shall discharge the officer's duties:

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner the officer reasonably believes to be in the best interests of the Corporation. (ORS 65.377(1))

ARTICLE V

Contracts and Finances

5.1 Contracts. Except as provided otherwise by law, these Bylaws or resolution of the Board of Directors, any officer is authorized 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.

5.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

5.3 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 the Treasurer, or in his or her absence by the President any Vice President or the Executive Director.

5.4 Deposits. All funds of the Corporation not otherwise employed or invested shall be deposited from

time to time to the credit of the Corporation in such banks, trust companies or other depositories or financial institutions as the Treasurer or Board of Directors may select.

5.5 Spending Limits. The Board of Directors shall approve, before they are incurred, individual expenditures of the Corporation which are in excess of Five Thousand Dollars (\$5,000), with the exception of amounts specifically provided in written budgets previously approved by the Board of Directors.

ARTICLE VI

Notice

6.1 Written Notice. Notice shall be in writing unless oral notice is reasonable under the circumstances. (ORS 65.034(1))

6.2 Methods of Notice. Subject to Section 6.1, notice may be communicated in person or by telephone, email, mail or private carrier. (ORS 65.034(2))

6.3 When Notice Effective.

(a) Oral notice is effective when communicated if communicated in a comprehensible manner. (ORS 65.034(4))

(b) Written notice, if in a comprehensible form, is effective at the earliest of the following:

(1) When received;

(2) Five (5) days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed;

(3) On the date shown on the return receipt, if correctly addressed and sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

(4) Three (3) days following the date sent, if correctly addressed and sent by email. (ORS 65.034(5))

(c) Written notice is correctly addressed to a Director if addressed to the Director's address on file with the Secretary of the Corporation. (ORS 65.034(2))

ARTICLE VII

Fiscal Year

Fiscal Year. The fiscal year of the Corporation shall be October 1 to September 30.

ARTICLE VIII

Amendments

Amendments. Unless the Articles of Incorporation or Oregon law provide otherwise, these Bylaws may be amended by the Board of Directors at any regular or special meeting by a majority vote of Directors then in office. Such a meeting shall be preceded by at least fifteen (15) days' notice to each Director which shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and which shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. (ORS 65.461, .077(3))

Revised and Restated January 27, 2016

President's Signature _____

Secretary's Signature _____