

**SECOND AMENDED AND RESTATED BYLAWS
OF THE
DESCHUTES ACADEMY AND FUTBOL CLUB**

[EFFECTIVE APRIL 17, 2018]

ARTICLE I – Name, Purpose and Objectives.

Section 1.01 Name. The name of this organization shall be the Deschutes Academy and Futbol Club (the “Club”). The Board of Directors shall have the right to adopt and implement any assumed business names as may be appropriate.

Section 1.02 Purpose. The purpose of the Club is to:

- (a) Stimulate interest in and among young people in the sport of soccer;
- (b) Develop to the fullest extent the potential of young people in the sport of soccer;
- (c) Provide an opportunity for young people to compete in local, regional, national and international soccer leagues and tournaments;
- (d) Assist in making available professional high-level coaching and training opportunities, special instruction, skills academy style training and tutoring, and opportunities for participation in soccer tournaments; and
- (e) All other purposes for the development and benefit of soccer and sports in Central Oregon from Madras to La Pine, and Sisters to Prineville.

To accomplish the purpose, the Club will endeavor to teach and promote all aspects of soccer, including sportsmanship among players, by coaches, and by parents so they may understand and enjoy the sport. The Club may provide programs in all aspects and levels of the game.

The Club shall be a member of, and comply with the Bylaws and Policies of, Oregon Youth Soccer Association (OYSA). The Club shall also be an affiliate of United States Youth Soccer (USYS), and the United States Soccer Federation (USSF).

Section 1.03 Effective Date. These Bylaws shall be effective immediately upon a vote for approval by the voting representatives of the Club in accordance with the Bylaws then in existence.

Section 1.04 No Discrimination. The Club will not discriminate against any individual on the basis of race, color, religion, age, sex, national origin, disability, or sexual orientation.

Section 1.05 Non-profit Status. Notwithstanding any other provisions of these Bylaws, the Club shall carry out activities permitted by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any amended or modified United States Internal Revenue Law.

Section 1.06 Principal Office. The Club shall maintain its offices and principal place of business at a location in Deschutes County, Oregon to be determined by the Executive Committee. The Club also may have offices in such other places, either within or without the State of Oregon, as the Executive Committee may from time to time designate or as the business of the Club may require.

Section 1.07 Registered Office. The Club shall have and continuously maintain in the state of Oregon a registered office and a registered agent whose name and address are set forth in the Articles of Incorporation or in the annual reports for the Club filed with the Oregon Secretary of State. The registered office may be, but need not be, identical to the principal office in the state of Oregon, and the address of the registered office may be changed from time to time by the Executive Committee.

ARTICLE II: Membership and Fees.

Section 2.01 Membership. There shall be three classes of membership in the Club:

- (a) Full Time Members (Participant and Adult);
- (b) Affiliate Members (Participant and Adult);
- (c) Associate Members.

Additional classes of members may be added upon suggestion by the Board of Directors and approved by a majority of the qualified voting representatives of the Club.

Section 2.02 Participant and Non-Participant Members:

(a) Each class of Full Time and Affiliate membership shall be divided into participant members and non-participant members. Participant members are players in any program. Non-participant members shall be all others.

(b) All fees, costs and expenses relating to participation in Club activities will be established by the Board of Directors, and are payable to the Club.

(c) All members, of any class, must submit an application to the Registrar of the Club in the format prescribed by the Board of Directors. Acceptance by the Club of any application will constitute approval for membership providing there is space and/or teams available.

(d) All members, however denoted, must abide by the rules and regulations of the Club.

(e) The Club, as determined by the Board of Directors, may deny or terminate a membership in the event the member fails to abide by the rules and regulations of the Club or any rule or regulation mandated by any affiliate of the Club.

Section 2.03 Full Time Members. Full Time Members of the Club shall be those individuals who are subject to the following criteria:

- (a) Players, not subject to suspension by the Club, who are associated with the year-long participatory soccer programs of the Club, however denoted by the Club (e.g., academy, junior academy, competitive) (the “Full Time Participant Members”), and the parents or legal guardians of Full Time Participant Members, not subject to suspension by the Club.

Section 2.04 Associate Members. Associate Members of the Club shall be those individuals who are subject to the following criteria:

- (a) Players, not subject to suspension by the Club, who are associated with the participatory soccer programs of the Club that are less than full time, year-long programs, however denoted (e.g., Central Oregon Soccer League, recreational, developmental) (the “Associate Participant Members”), and the parents or legal guardians of Associate Participant Members, not subject to suspension by the Club.

Section 2.05 Affiliate Members. Affiliate Members of the Club shall be those individuals or entities who/which are subject to the following criteria:

- (a) Nonplayers, not subject to suspension by the Club or any affiliate of the Club, who or which are associated with any aspect of the Club in an administrative, support, common interest, or similar role, e.g., referee, medical support, sponsor. The Board of Directors shall have the right to further define the affiliated member category. No Affiliate Member may be under suspension by the Club.

Section 2.06 Dues. All Full Time Members and Associate Members shall be individuals. Affiliate Members may, but need not be, individual members, and may be any form of entity, e.g., corporation, limited liability company, general partnership. To be eligible for any class of membership, a member shall have paid a current annual membership fee, or have made arrangements with the Executive Committee for payment of the membership fee, or have a lifetime membership as established by the Board of Directors.

Section 2.07 Membership Fee. A membership fee, established by the Board of Directors, shall accompany each application for membership and shall become the property of the Club. The Executive Committee shall have authority

to make arrangements with any member regarding payment of the membership dues.

Section 2.08 Voting.

(a) The right to vote on matters relating to Club affairs at the Annual General Meeting or any special meeting of the membership of the Club is granted to one representative from each team consisting of Full Time Participant Members. Affiliate Members and Associate Members shall not be entitled to vote. No member shall be entitled to vote in his/her/its individual or entity capacity.

(b) The representatives for those entitled to vote as set forth in Section 2.04(a) shall be determined as follows:

(a) The representative from each team entitled to vote (i.e., a team consisting of Full Time Participant Members) shall be the team manager as identified on the records of the Club as of the date of the pertinent vote. If there is no team manager, the representative entitled to vote for the team will be a parent or legal guardian of one of the Full Time Participant Members on the team, elected by a majority of the parents and legal guardians of Full Time Participant Members on the team. If a majority of parents and legal guardians on the team are unable to agree on a team representative, the team will not have a vote at the pertinent meeting.

(c) Any person other than a team manager who intends to vote at a meeting of the Members by written designation in lieu of a team manager must submit his/her name and provide written evidence of the designation or election to the Board of Directors at least ten (10) days prior to the meeting. The Board of Directors, in the exercise of its discretion, may waive the 10-day advance notice requirement on a case by case basis. This subsection does not independently provide any individual or entity with authority to vote outside of or beyond the provisions set forth in Section 2.04(a).

(d) Any decisions regarding team or coach voting representatives, e.g. selection of team manager or alternative, voting procedures, and decisions regarding voting, shall be decided internally at the particular team and coaches levels. Any disputes regarding the foregoing shall be summarily decided by the Club president in his/her sole and absolute discretion but taking into consideration majority rule.

Section 2.09 Members' Right to Privacy. Any personal information gathered or requested by the Club is for the sole use of the Club and will not be made available to any other organization.

Section 2.10 Annual General Meeting. The annual general meeting shall take place in accordance with Article IX.

ARTICLE III: Board of Directors

Section 3.01 Number. The number of Directors shall be not less than seven (7) nor more than eleven (11), as shall be established from time to time by the Board of Directors. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent. No more than one-third of the Directors may be coaches, and no paid coach may serve on the Board.

Section 3.02 Directors Terms. Each of the Directors shall be assigned a position from 1 to 11. The term of each member of the Board of Directors shall be three (3) years. The terms shall be staggered by the Board of Directors so that positions 1 through 3, 4 through 6, and 7 through 9 shall have terms that expire in consecutive, but not identical years. In the event positions 10 and 11 are filled, their terms shall be identical to the terms of positions 1 through 3.

Section 3.03 Qualification. A Director must be an individual member in good standing and shall be elected by in accordance with Section 3.05 or, in the event of a vacancy, appointed by the Board of the Club in accordance with Section 3.07.

Section 3.04 Term of Office of Directors. Directors shall be elected to serve for the terms identified in Section 3.02 and until his or her successor in office is duly appointed by the Board of Directors.

Section 3.05 Election of Directors. Other than the initial Directors, the Directors shall be elected by the members at the Annual General Meeting of the members. Any person desiring to be elected to the Board of Directors shall submit his/her name to the Club at least ten (10) days prior to the Annual General Meeting, except existing Directors, who automatically will be eligible for reelection. The Club will compile a list of all persons who have timely submitted their names for election (and any existing Directors who desire to run again) and make the list available at the Annual General Meeting prior to the election of Directors. Directors will be elected only from the slate presented, unless there is a slate of less than eleven (11), in which case nominations may be made at the Annual General Meeting. In the event eleven (11) Directors are not elected at the Annual General Meeting, any vacancies may be filled in accordance with Section 3.07. The positions shall be identified by the positions identified in Section 3.02.

Section 3.06 Removal of Directors. Except as identified herein, Directors may be removed from office, with cause, only by a seventy-five percent (75%) majority vote of the Directors or by order of a court having jurisdiction of such matters. Exception: Any Board member who is barred from participation in OYSA or its member clubs as a result of a risk management decision of the OYSA Risk Management Coordinator shall not participate in any activity on the Board during

the period of ineligibility. If the banned individual does not resign, the Board shall either remove the non-elected Board member or shall call for a special meeting of the members to remove the person from office.

Section 3.07 Vacancies on the Board of Directors. Any vacancy on the Board of Directors occurring other than by reason of a Director's completion of his or her term of office shall be filled by a vote of a majority vote of the remaining Directors at any regular meetings, or at a special meeting called for such purpose. The term of any Director filled under this Section shall be the same as the vacant position.

Section 3.08 Resignation of Directors. Any Director may resign from office with or without cause, by delivering a written statement of resignation to the Secretary. The resignation shall take effect immediately upon its receipt by the Secretary unless a later effective time or date for the resignation is specified in the notice of resignation.

Section 3.09 Place of Meeting. Meetings of the Board of Directors may be held at a place within Oregon or elsewhere as shall be designated by the Chairman of the Board of Directors or as may be designated in the notice calling the meeting.

Section 3.10 Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly at such place, date, and hour as shall be designated by the Chairman. At the annual meeting the Board of Directors shall elect officers. Additional regular meetings may be set by resolution adopted by the Directors.

Section 3.11 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman or a majority of the Directors in office.

Section 3.12 Notice of Meetings of Board of Directors. Notice of a special meeting of the Board of Directors shall be given to each Director on five (5) days notice.

Section 3.13 Waiver of Notice. Any meeting of the Board of Directors may be deemed to have been validly and legally called if all of the Directors entitled to vote on the day of the meeting sign a written waiver of notice either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting, and no written waiver need be obtained from the Director except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All waivers, consents, or approvals shall be filed with the corporate records.

Section 3.14 Actions of the Board. Actions taken by the Board at any Regular or Special Meeting shall be approved by a majority of the Board voting on such action item.

Section 3.15 Actions by Unanimous Written Consent. Any action required or permitted at any meeting of the Directors may be taken without a meeting, without prior notice, or without a vote if all of the Directors entitled to vote consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

Section 3.16 Quorum. Unless otherwise provided in the Articles of Incorporation or in a Bylaw adopted by the Directors, the presence of a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If less than a quorum is present, the majority of those present may adjourn the meeting from time to time and place to place and shall cause notice of each adjourned meeting to be given to all absent Directors.

Section 3.17 Electronic Access. A member of the Board of Directors or of a committee designated by the Board of Directors may participate in a meeting by the means of conference telephone or similar other electronic communication equipment that permits persons to participate in the meeting from remote locations. In addition, the Board of Directors may communicate and take actions, deemed to be in writing, through electronic mail.

Section 3.18 Compensation. No Director shall be entitled to any compensation for his or her services as a Director. The foregoing shall not prevent the Board of Directors from providing reasonable compensation to a Director for services that are beyond the scope of his or her duties as a Director or from reimbursing any Directors for expenses actually and necessarily incurred in the performance of his or her duties as a Director or from entering into a contract, directly or indirectly, with a Director for the providing of goods or services to the Club if such contract is consistent with Article XI of these Bylaws and with the terms of any policy relating to conflicts of interest and transactions with Directors that may be approved from time to time by the Board of Directors.

Section 3.19 Chairperson. The Board of Directors may but need not elect a Chairperson.

Section 3.20 Powers.

(a) General Powers. The Board of Directors shall have all the power and authority granted by Oregon law to the Board, including all powers necessary or appropriate to the management of the business and affairs of the Club.

(b) Specific Powers. Without limiting the general powers referred to above, and the powers conferred by the Articles and Bylaws, it is hereby expressly declared that the Board of Directors shall have the following powers:

(c) To confer upon any officer or officers the power to choose, remove, or suspend assistant officers, agents, or servants.

(d) To appoint any person, firm, or corporation to accept and hold in trust for the Club any property belonging to the Club or in which it is interested, and to authorize any such person, firm, or corporation to execute any documents and perform any duties that may be requisite in relation to any such trust.

(e) To approve and authorize the borrowing of money and the granting of security interests in the personal property and mortgages on the real estate of the Club as security for the repayment of loans and interest thereon.

(f) To purchase, sell, lease, mortgage, pledge, transfer in trust, and otherwise deal with real and personal property of the Club.

(g) To appoint a person or persons to vote shares or units of another company held and owned by the Club.

(h) To seek grants from governmental, charitable, or educational organizations, or from the public sector.

(i) To approve fundraising programs.

Section 3.21 The Board of Directors shall:

(a) Approve the expenditure of all general funds.

(i) Any expenditure of more than two thousand and no/100ths dollars (\$2,000.00) (either individually or as part of the same transaction) shall require a minimum of two signatures by members of the Executive Committee.

(ii) All expenditures of less than two thousand and no/100ths dollars (\$2,000.00) (either individually or as part of the same transaction) shall require the signature of only the Executive Director (either individually or with another member of the Executive Committee).

(b) Approve the Chairman's, and/or the Board of Directors' creation and dissolution of all necessary Committees and Chairpersons.

(c) Set the time and date of general membership meetings and give members timely notification;

(d) Approve goals and budget targets annually; and,

(e) Review the annual budget, monthly financial reports, and monthly financial statements issued by the bank utilized to manage the funds of the Club (including other official bank records for team accounts utilizing the 501(c)(3) status of the Club) at a minimum, every three months. Bank issued financial statements shall be provided to all Executive Committee Members at said meetings by the President.

ARTICLE IV: Executive Committee.

Section 4.01 Offices and Election. The Club shall have an Executive Committee consisting of the President, the Vice President, the Secretary, and the Treasurer, all of whom shall be elected by the majority vote of the Board of Directors. The Executive Director shall be an *ex-officio* member of the Executive Committee. The Board of Directors may elect as additional officers one or more Vice-Presidents and one or more assistant officers. Any two or more offices may be held by the same person. Members of the Board of Directors may be members of the Executive Committee.

Section 4.02 Term. The President, Vice-President, Secretary, and Treasurer each shall serve for a term of two (2) years and until their respective successors are duly elected and qualified, unless removed from office by the Board of Directors during their respective tenures. The term of office of any other officer and the Executive Director shall be as specified by the Board of Directors.

Section 4.03 Powers and Duties of the President. The President shall preside at all meetings of the Board of Directors. The President shall have and exercise all powers usually incident to the office of the President of a non-profit, tax-exempt corporation and shall perform such other duties as may be delegated by the Board of Directors.

- (a) Preside at all meetings;
- (b) Appoint standing committee chairpersons with the concurrence of the Board of Directors;
- (c) Appoint and/or dissolve all other committees as required;
- (d) Serve as *ex-officio* member of all committees;
- (e) Serve as primary spokesperson for the Club, except as otherwise specified;
- (f) Direct goals and budget performance;
- (g) Have an official signature card on file with the bank utilized to manage the funds of the Club and have electronic access to said accounts.

Section 4.04 Powers and Duties of the Vice-President. The Vice President shall perform all the duties of the President in his/her absence and shall be responsible for an annual review of the Bylaws, recommending revisions as deemed appropriate.

Section 4.05 Powers and Duties of the Secretary. Unless otherwise determined by the Board of Directors, the Secretary shall keep the minutes of all meetings of the Board of Directors and all committees, in books provided for that purpose, and shall attend to the giving and serving of all notices for the Club. The Secretary shall have charge of the corporate seal, corporate record books, and other such books and papers as the Board of Directors may direct. The Secretary shall perform all other duties ordinarily incident to the office of Secretary and shall have such other powers and perform such other duties as may be assigned to the Secretary by the Board of Directors.

Section 4.06 Powers and Duties of the Treasurer. Unless otherwise determined by the Board of Directors, the Treasurer shall have charge of all the funds and securities of the Club that may come into the Treasurer's hands. When necessary or proper, unless otherwise ordered by the Board of Directors, the Treasurer shall endorse for collection on behalf of the Club checks, notes, and other obligations, and shall deposit the same to the credit of the Club in such books or depositories as the Board of Directors may designate and shall sign all receipts and vouchers for payments made to the Club. The Treasurer shall sign all checks made by the Club, except when the Board of Directors shall otherwise direct. The Treasurer shall enter regularly, in books of the Club to be kept by the Treasurer for the purpose, full and accurate account of all moneys received and paid by the Treasurer on account of the Club. Not less frequently than annually, and at such additional times as may be required by the Board of Directors, the Treasurer shall render a statement of the financial condition of the Club. The Treasurer shall at all reasonable times exhibit the Treasurer's books and accounts to any Director of the Club, upon application at the office of the Club during business hours. The Treasurer shall have such other powers and shall perform such other duties as may be assigned to the Treasurer from time to time by the Board of Directors.

Section 4.07 Powers and Duties of Additional Vice-Presidents and Assistant Officers. Unless otherwise determined by the Board of Directors, each Vice-President and each assistant officer shall have the powers and perform the duties of the respective superior officers.

Section 4.08 Powers and Duties of the Executive Director. The Executive Director shall have those powers and perform those duties as enumerated by the Board.

Section 4.09 Delegation of Office. The Board of Directors may delegate the powers or duties of any officer of the Club or to any other officer or to any Director from time to time.

Section 4.10 Removal. Any officer may be removed, either with or without cause, by the affirmative vote of a majority of the Directors at any annual, regular, or special meeting of the Board of Directors.

Section 4.11 Vacancies. In the event of a death, resignation, removal, or other inability to serve of any officer, the Board of Directors of the Club shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

ARTICLE V: Advisory Board.

Section 5.01 The Board of Directors may establish an Advisory Board that shall meet from time to time as the Board determines. The Advisory Board shall have no authority to act by, for, or on behalf of the Club and shall not constitute a committee of the Board of Directors, but rather shall act solely in an advisory capacity to the Board of Directors on such matters as shall be referred to the Advisory Board from time to time by the Board of Directors. The Advisory Board shall be comprised of individuals appointed by the Board of Directors, upon recommendation of the Chairman or the President who have demonstrated their interest in the purpose of the Club and its work, or whose talents and experience would be helpful to the Board of Directors. The Board of Directors, upon recommendation of the Chairman or the President, shall have the authority at any time to remove any person from the Advisory Board for any reason.

ARTICLE VI: Indemnification.

Section 6.01 Definitions.

- A. Indemnified Person. The term "Indemnified Person" shall mean any person who is or was: (i) a director, officer, member of a committee, employee or, to the extent authorized by the Board of Directors in the specific case, an agent of the Club; (ii) serving at the request of the Club as a director, officer or fiduciary of the Club.
- B. "Proceeding" shall include any threatened, pending or completed action, suit, proceeding or arbitration, whether brought in the right of the Club or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact the person is an Indemnified Person.

Section 6.02 Indemnification. The Club shall indemnify to the fullest extent allowed by law any Indemnified Person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred

by the Indemnified Person in connection with such Proceeding including arbitration costs and fees.

Section 6.03 Advancement of Expenses. Expenses incurred by an Indemnified Person in defending a Proceeding shall in all cases be paid by the Club in advance of the final disposition of such Proceeding at the written request of such Indemnified Person, if the Indemnified Person furnishes the Club:

- 1) A written affirmation of the Indemnified Person's good faith belief of entitlement to indemnification by the Club under this Article or under any other indemnification rights granted by the Club to such Indemnified Person; and
- 2) A written undertaking by or on behalf of such Indemnified Person to repay such advance to the extent it is ultimately determined by a court such Indemnified Person is not entitled to be indemnified by the Club under this Article or under any other indemnification rights granted by the Club to such Indemnified Person.

Such advances shall be made without regard to the Indemnified Person's ability to repay such advances and without regard to the Indemnified Person's ultimate entitlement to indemnification under this Article or otherwise.

Section 6.04 Non-Exclusivity and Continuity of Rights. The indemnification and entitlement to advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation or any statute, agreement, general or specific action of the Board of Directors, or otherwise, shall continue as to a person who has ceased to be a person described within the definition of Indemnified Person, shall inure to the benefit of the heirs, executors and administrators of such an Indemnified Person and shall extend to all claims for indemnification of advancement of expenses made after the adoption of this Article. The Club may enter into agreements to indemnify any Indemnified Person.

Section 6.05 Amendments. Any repeal of this Article shall only be prospective and no repeal, amendment or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any act or omission to act which is the cause of a Proceeding.

Section 6.06 Limitation of Liability. The civil liability of directors, officers and Executive Committee members shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act, except as provided in the Articles of Incorporation.

Section 6.07 Insurance. The Club shall be authorized to purchase and maintain in effect a policy or policies of insurance covering any liability of directors, officers, committee members, employees and agents of the Club, regardless of

whether the Club would have the power to indemnify such persons against the liability so insured.

ARTICLE VII – Standing Committees.

Section 7.01 Standing Committees. Standing Committees are those required to function throughout the year. Chairpersons or Coordinators shall be appointed by the President, subject to the approval of the Executive Committee. Standing Committees and their primary functions follow. Note: No individual has the authority to use or remove any funds from any Club checking or saving account for investment purposes or otherwise, unless directed and approved by the Executive Committee majority.

Section 7.02 Membership Committee. The Membership Committee shall maintain a complete and current list of all annual and lifetime members and collect dues. The report will be shared with the Club's voting members and the Club Treasurer, who will distribute the funds at the direction of the Board of Directors. Further, the Membership Committee shall conduct ongoing efforts to recruit new members.

Section 7.03 Equipment/Field Committee. The Equipment/Field Committee shall be responsible for coordinating the purchase of uniforms for players and equipment for coaches. This Committee will also be responsible for issuance, accountability, and disposition of all uniforms, coaches' equipment, and disposition of nets.

Section 7.04 Fundraising Committee. The Fundraising Committee shall be responsible for directing fundraising for individual teams and the Club.

Section 7.05 Standing Committee. Chairpersons shall recruit as many members as necessary to accomplish the responsibility of the Committee. The Chairperson shall also keep a historical file of the year's proceedings, financial records, vendor contacts, etc., for turnover to his/her successor. At the end of each fiscal year, these committee records should be turned over to the Committee Chairperson successor.

ARTICLE VIII – Financial Year.

Section 8.01 The Club's financial year will be from May 1 through April 30. The Board of Directors shall be authorized to modify the financial year. The Club's seasonal soccer year shall be consistent with the OYSA's seasonal year.

ARTICLE IX – Meetings.

Section 9.01 Annual General Meeting. The Annual General Meeting of the Club shall be held on a date between April 15 and April 30 of each year. Any

change to the Annual General Meeting date, time or location shall be announced a minimum of two weeks in advance of the proposed change.

Section 9.02 General Membership Meetings. General Membership Meetings may be held at the direction and discretion of the Board of Directors and after reasonable notice is provided to the General Membership. General Membership Meetings shall be open to all interested persons.

Section 9.03 Board Meetings. Board Meetings shall be held monthly unless otherwise specified by the Executive Committee. All Board Meetings shall be open to all Board Members and any guests authorized in advance by the President, in addition to the Board Members. A summary of the decisions reached and Board members present at each meeting should be distributed to all Board members and Full Time Member Representatives within a reasonable timeframe following the meeting and before the next Annual General Meeting.

Section 9.04 Executive Committee Meetings. Executive Committee Meetings shall be held at the discretion of the President upon consultation with the Executive Committee.

Section 9.04 Annual General Meeting Voting. All voting shall be in accordance with Article II.

Section 9.05 Quorum. A quorum for the transaction of business at the Annual General Meeting and any General Membership Meetings shall be five percent (5%) of the representatives for the Full Time Members. A quorum for Executive Committee and Board of Director Meetings shall be two-thirds (2/3) of the particular Board or Committee members. In all voting instances, majority rules for those present.

ARTICLE X – Finances.

Section 10.01 All monies received by the Club for any purpose shall be deposited to the credit of the Club in a financial institution or institutions selected by resolution of the Board of Directors.

Section 10.02 Funds raised by the Club that have a specific advertised purpose shall be deposited (and separately tracked) in the Club's general fund to ensure that they are disbursed for the advertised purpose and to safeguard the integrity of the Club.

Section 10.03 At the end of each fiscal year, after all fiscal year income and expenses have been recorded, the Board of Directors shall allocate distribution of the funds in accordance with the purposes of the Club.

Section 10.04 Funds raised by any of the Club fundraising programs can only be directed to an approved Club activity. All requests to direct money elsewhere must have prior approval of the Board of Directors.

Section 10.05 Any interest generated by the investment of the Club's funds, in an approved financial institution, will be deposited into the Club's general fund.

Section 10.06 Due to the extensive use of personal computer/printer/fax equipment by the Treasurer (an official officer elected to the Executive Committee and who manages the official books for the Club), said Treasurer may request a stipend of up to \$500.00 per fiscal year to compensate for use of said personal equipment. The stipend shall be requested by the Treasurer through completion of the published Payment Request form and said form shall be authorized and signed by the President of the Club.

ARTICLE XI: Conflicts of Interest.

Section 11.01 Conflicts of Interest Policy. The Club recognizes that the skills, talents, and relationships of its Officers and Directors are among its richest assets. The Club is also aware that acquiring goods or services from, or engaging in transaction with, its Officers, Directors, and members of their families or entities in which they have a financial interest or in which they are affiliate may create an appearance of impropriety. In order to protect the Club against any improper appearance, the Club adopts a conflicts of interest policy as set forth in this article. The purpose of the conflicts of interest policy is to protect the interests of the Club when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Club. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 11.02 Definitions. For purposes of this article, the following terms shall have the meanings set forth below.

(a) "Interested Person" means any Director, principal officer, or member of a committee with Board delegated powers that have a direct or indirect financial interest, as defined below.

(b) "Financial Interest" means, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the Club has a transaction or arrangement, or

(ii) A compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement; or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement.

(c) A financial interest is not necessarily a conflict of interest. Under Section 7.3, a person who has a financial interest may have a conflict of interest only if the Board or the applicable committee decides that a conflict of interest exists.

(d) "Compensation" includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

(e) "Board" for this Article shall mean the Board of Directors unless otherwise specifically denoted.

Section 11.03 Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the Directors and members of committees with Board delegated powers considering the proposed transactions or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) The Chairman of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(ii) After exercising due diligence, the Board or committee shall determine whether the Club can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(iii) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Club's best interest and for its own benefit and whether the transaction is fair and reasonable to the Club and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(iv) An interested person may make a presentation at the Board or committee meetings, but after such a

presentation, he or she shall leave the meeting during the discussion of and vote on the transaction or arrangement that results in the conflict of interest.

- (d) Violations of the Conflicts of Interest Policy.
 - (i) If the Board or committee has reasonable cause to believe that a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
 - (ii) If, after hearing the response of the person and making further investigation as may be warranted in the circumstances, the Board or committee determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 11.04 Records of Proceedings. The minutes of the Board and all committees with Board-designated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 11.05 Periodic Reviews. Periodic reviews shall be conducted to ensure that the Club operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax. The periodic review shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable and are the result of arm's length bargaining.
- (b) Whether provider services result in inurement or impermissible private benefit.

(c) Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Club's charitable purposes, and do not result in inurement or impermissible private benefit.

(d) Whether the conflicts of interest policy is disseminated and in compliance.

Section 11.06 Use of Outside Experts. In conducting the periodic reviews provided for in Section 11, the Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE XII – Amendment of These Bylaws.

Section 12.01 Amendments to the Bylaws are to be submitted in writing at a regular Board of Directors Meeting prior to the Annual General Meeting. Notice of the amendments shall be publicized by direct mail or e-mail to the membership at least two weeks prior to the Annual General Meeting.

Section 12.02 Amendments may be adopted at the Annual General Meeting by a 2/3 majority of those Club members voting, a quorum being present. As may be necessary for the operations of the Club pertaining to matters not covered by these Bylaws, the Board of Directors may adopt temporary amendments to these Bylaws in advance of the Annual General Meeting, subject to approval of the changes at the next Annual General Meeting, by 2/3 approval of the Directors, a quorum being present.

ARTICLE XIII – Dissolution of Club.

Section 13.01 Dissolution of the Club entity. Should the Club cease to operate as a legal entity, all of the Club assets and cash will be distributed to a duly qualified IRC 501(c)(3) entity associated with the promotion and support of youth soccer in Pacific Northwest, and in accordance with ORS 65.624, et seq.

ARTICLE XIV – General Provisions.

Section 14.01 Parliamentary Authority. The parliamentary rules contained in Democratic Rules of Order shall govern in all instances where they do not conflict with any other rules of procedure adopted by this Club.

Section 14.02 Pronouns and Plurals. Wherever the context may require, any pronoun shall include the corresponding masculine, feminine, or neuter forms, and any singular form of nouns, pronouns and verbs shall include the plural form and vice versa.

Section 14.03 Severability. If one or more of the provisions of these Bylaws or any application thereof shall be invalid, illegal, or unenforceable in any

respect, the validity, legality, and enforce-ability of the remaining provisions and any other application thereof shall in no way be affected or impaired.

Section 14.04 Captions. The Article and section captions contained in this Agreement are for convenience only, and shall not be deemed a part of this Agreement.

Section 14.05 Applicable Law. These Bylaws shall be interpreted in accordance with the laws of the State of Oregon.

I hereby certify the foregoing Bylaws, consisting of twenty-one (21) pages are the Bylaws of the Deschutes Academy and Futbol Club adopted by the authorized voting representatives of the Club on April 16, 2013.

DATED EFFECTIVE April 17, 2018.

Secretary of the Board of Directors