



## **FOURTH AMENDED BY-LAWS OF FUTURE FOXES FOOTBALL**

### **ARTICLE I - NAME AND STATUS**

Future Foxes Football (the "Corporation") is a non-profit organization incorporated under the laws of the State of Oregon.

### **ARTICLE II - MAILING ADDRESS**

The principal mailing address of the Corporation shall be PO Box 1556, Silverton, OR 97381. The principal mailing address of the Corporation may change from time to time upon approval of the Board of Directors.

### **ARTICLE III - PURPOSE**

The purpose of the Corporation shall be to promote recreational youth football and cheer to the benefit of the public good by providing a positive, fun and learning environment that emphasizes hard work, sportsmanship, discipline, respect, teamwork, and skill development to the citizens of Silverton.

### **ARTICLE IV – AFFILIATION’S**

The Corporation is affiliated with Tualatin Valley Youth Football. The corporation must abide by the governing rules and regulation of the above named affiliations.

### **ARTICLE V - NON-MEMBERSHIP**

The Corporation shall have no members as that term is defined by the Oregon Revised Statutes Chapter 65. People who donate to the Corporation may be referred to as "donors," "supporters" or other similar terms, but these participants shall have no voting rights or duties described in Oregon Revised Statutes.

### **ARTICLE VI - BOARD OF DIRECTORS**

A. **Powers:** All corporate powers shall be exercised by or under the authority of, and the affairs



of the Corporation managed under the direction of the board of directors.

- B. **Election and Tenure of Office:** The Board of Directors shall be elected at each annual meeting of the board. The term of each director shall be one year. Directors may be reelected for any number of consecutive terms. The number of Directors shall be not less than five (5) nor more than fifteen (15). Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected and qualifies.
- C. **Board Membership:** The Board membership shall include at a minimum three persons serving in the offices of President, Vice President and Secretary/Treasurer as set forth in Article VI, and at least one Silverton area youth football or cheer coach and one non-coach volunteer serving Silverton area youth football or cheer.
- D. **Vacancies:** Any vacancies occurring on the Board of Directors may be filled by the board of directors at any meeting.
- E. **Resignation and Removal:** A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. A director may be removed at any time, with or without cause, by vote of a majority of the directors.
- F. **Regular Meetings:** Regular meetings of the Board of Directors shall be held monthly, the time and place of which shall be determined at the discretion of the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required.
- G. **Quorum and Voting:** The presence in person or representation by absentee ballot, of a simple majority of the number of Directors in office immediately before the commencement of the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.
- H. **Call and Notice of Meetings:** The annual meeting and regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least three days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, email or fax, to each director of the date, time, and place of the meeting. Except as specified in these bylaws or applicable law, the notice need not describe the purpose of any meeting. The president or 33% of the directors then in office may call and give notice of a meeting of the board.



- I. **Waiver of Notice:** A director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. 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 on the director's arrival, objects to holding the meeting or transacting business at the meeting and does thereafter vote for or assent to any action taken at the meeting.
- J. **Meeting by Telecommunication:** Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which Directors participating may hear each other simultaneously, irrespective of whether or not they are present in the same location.
- K. **Action by Unanimous Written Consent:** Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action shall 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 under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.
- L. **Board Committees:** The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more directors who shall serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors, but no committee of the board of directors may:
- a. Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;
  - b. Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
  - c. Elect, appoint, or remove directors or fill vacancies on the board or on any of its



committees; or

d. Adopt, amend, or repeal the articles of incorporation or bylaws.

M. **Other Committees:** The board of directors may create one or more other committees. Members of these committees need not be members of the board of directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

N. **Compensation:** Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

O. **Director Conflict of Interest:**

- i. A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect conflict of interest.
- ii. For purposes of Section 2.18, a director of the corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) 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 of the corporation.
- iii. A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation when it was entered into or is approved as provided in Section iv.
- iv. A transaction in which a director has a conflict of interest may be approved either (a) in advance 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 are disclosed or known to the board of directors or committee of the board of directors or (b) by obtaining approval of (i) the Oregon Attorney General or (ii) an Oregon circuit court in an action in which the Attorney General is joined as party.
- v. For purposes of clause (a) Section iv. a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. 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 purpose of taking action under this section\_



The presence of; or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Section iv. if the transaction is otherwise approved as provided in Section iv.

- vi. For purposes of clause (b) of Section iv, a conflict-of-interest transaction is authorized, approved, or ratified by the members if it receives a majority of the votes entitled to be counted under this section. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in Section II, may be counted in a vote of members to determine whether to authorize, approve, or ratify a conflict-of-interest transaction under clause (b) of Section iv. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

#### **ARTICLE VII - OFFICERS, DUTIES, AND POWERS**

- A. **Officer Selection:** Immediately following the annual meeting, the Directors present, provided there is a quorum, shall meet for the purpose of electing Officers and appointing committees for the ensuing year.
- B. **Officer Positions:** The Officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer; all who shall hold office until their successors are duly elected.

##### **President:**

- The president shall preside at meetings of the board of directors, shall assure that the board of directors is advised on all significant matters of the corporation's business, shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer, and shall have other powers and duties that may be prescribed by the board of directors or the bylaws.

##### **Vice-President:**

- The vice president shall preside at meetings of the board of directors at which the president is absent and, in the absence of the president, shall have the other powers and perform the other duties of the president. The vice president also shall have other powers and perform other duties that may be prescribed by the board of directors.

##### **Secretary**

- The secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of the corporation. The secretary shall keep or cause



to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. If the corporation has a seal, the secretary shall keep the seal in safe custody. The secretary also shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.

**Treasurer:**

- The treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with those depositories that may be designated by the board of directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the board of directors, and shall have other powers and perform other duties that may be prescribed by the board of directors or these bylaws. If required by the board of directors, the treasurer shall give the corporation a bond in such amount and with any surety specified by the board of directors for the faithful performance of the duties of the treasurer's office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The treasurer also shall have other powers and perform other duties that may be prescribed by the board of directors.

**ARTICLE VII - GENERAL PROVISIONS**

- A. **Amendment of Bylaws:** The board of directors may amend or repeal these bylaws or adopt new bylaws by majority vote. Prior to the adoption of the amendment, each director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider the proposed amendment to the bylaws and shall contain a copy of the proposed amendment. Whenever an amendment or a new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in that book and place.
- B. **Inspection of Books and Records:** All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required by law.
- C. **Checks. Drafts. etc:** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by the person or persons and in the manner that shall be determined from time to time by resolution of the board of directors.



- D. **Deposits:** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board of directors or officers of the corporation designated by the board of directors select, or be invested as authorized by the board of directors.
- E. **Loans or Guarantees:** The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364, the corporation shall not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the corporation.
- F. **Execution of Documents:** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.
- G. **Insurance:** The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who; while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan *or* other enterprise; however, the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.
- H. **Severability:** A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.
- I. **Amendment or Repeal:** These bylaws may be amended or repealed, and new bylaws adopted, by a majority vote of the Board of Directors. Prior to the adoption of the amendment or repeal, each director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment or repeal is to be considered, and the notice shall state that one of the purposes of the meeting is to consider the proposed amendment to or repeal of the bylaws and shall contain a copy of the proposed amendment or repeal.



**ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- A. **Directors and Officers:** The Corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.
- B. **Amendments:** Any repeal of this Article XII shall be prospective only and no repeal or modification of the Article XII shall adversely affect any right or protection that is based upon this Article XII and pertains to an act or omission that occurred prior to the time of such repeal or modification.

AMENDED BYLAWS ADOPTED:

President: \_\_\_\_\_

A handwritten signature in blue ink, appearing to be "D. [unclear] / [unclear]", written over a horizontal line.

Date: \_\_\_\_\_

NOV 10, 2022

Attest: