

RESTATED BYLAWS
OF
OREGON ADULT SOCCER ASSOCIATION, INC.

October __, 2021

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**RESTATED BYLAWS
OF
OREGON ADULT SOCCER ASSOCIATION, INC.**

ARTICLE I

Purposes

1.1 **Primary Purpose.** Oregon Adult Soccer Association, Inc. (the “Association”) is organized and shall be operated exclusively to develop, promote and administer the game of soccer among adult players, men and women, in the State of Oregon.

1.2 **Additional Purposes.** The Association shall assist the resolution of questions and controversies arising in the administration of the game of soccer in Oregon and coordinate activities and carry out programs of the United States Soccer Federation, Incorporated (the “USSF”) and the United States Adult Soccer Association, Inc. (the “USASA”) in Oregon.

ARTICLE II

Affiliation

2.1 **USSF and USASA.** The Association shall affiliate with and comply with the authority and applicable bylaws and policies of the USSF and the USASA and any legal successors to these entities to the extent reasonably feasible.

2.2 **Leagues.** Leagues shall affiliate with the Association initially by making application to the Association and receiving the approval of the Board of Directors. Leagues shall continue their affiliation by paying the annual affiliation fee and conforming to these Bylaws and the policies, procedures and decisions of the Association. Affiliated leagues with fewer than four (4) teams at the end of a Seasonal Year shall not be permitted to continue to affiliate with the Association without receiving the approval of the Board of Directors.

2.3 **Players.** Players shall affiliate with the Association by registering with the Association, paying all applicable fees and conforming to these Bylaws and the policies, procedures and decisions of the Association.

2.4 **Teams.** Teams shall affiliate with the Association by registering with the affiliated leagues within which they play, paying all applicable fees and conforming to these Bylaws and the policies, procedures and decisions of the Association and the bylaws, policies, procedures and decisions of the respective leagues.

2.5 **Coaches, Managers and Other Individuals.** Coaches, managers and other individuals may affiliate with the Association by registering with the Association, paying all applicable fees and conforming to these Bylaws and the policies, procedures and decisions of the Association.

2.6 **Other Entities.** Other entities shall affiliate with the Association initially by making application to the Association and receiving the approval of the Board of Directors. Such entities shall continue their affiliation by paying the annual affiliation fee and conforming to these Bylaws and the policies, procedures and decisions of the Association.

2.7 **Liability.** The Association assumes no liability for the debts or other obligations of any league, player, team, coach, manager, other individual or other entity which is affiliated with the Association.

ARTICLE III

Authority

3.1 **Compliance.** By registering with the Association, all affiliated leagues, players, teams, coaches, managers, other individuals and other entities agree to and shall comply with these Bylaws and the policies, procedures and decisions of the Association, the USASA and the USSF.

3.2 **Penalties.** The Association shall have the power to penalize affiliated leagues, players, teams, coaches, managers, other individuals and other entities for violations of these Bylaws or the policies, procedures or decisions of the Association. A penalty may consist of, but is not limited to, a warning, a fine, loss of points, forfeiture of games, suspension or expulsion.

3.3 **Priority in Scheduling.** In the event of any conflict in scheduling between games or competitions of the Association, the USSF or the USASA and games or competitions of affiliated leagues or teams, the Association shall have the power to suspend the conflicting games or competitions of the affiliated leagues or teams.

3.4 **Arbiter.** The Association shall have the power to arbitrate disputes between or among affiliated leagues, players, teams, coaches, managers, other individuals or other entities.

3.5 **Policies, Procedures and Decisions.** The Association shall have the power to adopt policies and procedures and to make decisions which it deems necessary to accomplish its purposes.

ARTICLE IV

Offices

4.1 **Registered Office.** The Association 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))

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

ARTICLE V

Board of Directors

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

5.2 **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)

5.3 **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))

5.4 **Number.**

(a) The Board of Directors shall consist of a number of individuals determined as follows:

(1) The President and all Vice Presidents of the Association,

(2) The State Referee Administrator, as determined in subsection (b) of this Section,

(3) Representatives of each affiliated league, as determined in subsection (c) of this Section, and

(4) Representatives of other affiliated entities, as determined in subsection (d) of this Section. (ORS 65.307(1))

(b) The State Referee Administrator shall be appointed as provided in the bylaws and policies of the USSF.

(c) Each affiliated league shall be entitled to representation on the Board of Directors during the current Seasonal Year, (i) for a league affiliated during the immediately prior Seasonal Year, based on the number of teams registered to the affiliated league during the immediately prior Seasonal Year and (ii) for a league newly affiliated during the current Seasonal Year, based from time to time on the number of teams registered to the affiliated league during the current Seasonal Year, as follows:

(1) Less than seventeen (17) teams, one (1) representative.

(2) Between seventeen (17) and thirty-two (32) teams, two (2) representatives.

(3) Between thirty-three (33) and sixty-four (64) teams, three (3) representatives.

(4) More than sixty-four (64) teams, four (4) representatives.

(d) Each affiliated entity other than a league shall be entitled to one representative on the Board of Directors.

(e) If an affiliated league ceases to be affiliated with the Association at any time for any reason, then it immediately shall no longer be entitled to any representation on the Board of Directors.

5.5 **Term.**

(a) An individual who is a Director as a result of being an officer of the Association 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 officer's resignation is effective or (3) the officer is removed.

(b) An individual who is a Director as a result of being the State Referee Administrator shall continue to serve as a Director until that individual no longer is the State Referee Administrator.

(c) An individual who is a Director as a result of being a representative of an affiliated league or other affiliated entity shall continue to serve as a Director until (1) the affiliated league or other affiliated entity notifies the Secretary of the Association in writing of the appointment of his or her successor, (2) the affiliated league or other affiliated entity ceases to be affiliated with the Association, (3) the Director's resignation is effective or (4) the Director is removed. (ORS 65.314)

5.6 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 VIII 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))

5.7 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 Association. (ORS 65.324(5))

(b) A Director who is an officer of the Association 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))

(c) Except as provided otherwise in the next sentence, a Director who is a representative of an affiliated league or other affiliated entity may be removed only by the action of the affiliated league or other affiliated entity. If an affiliated league is entitled under Section 5.4(c) to a smaller number of Directors in the current Seasonal Year versus the prior Seasonal Year because of a smaller number of teams registered to the affiliated league in the current Seasonal Year versus the prior Seasonal Year, then the affiliated league shall remove the excess number of Directors, and if the affiliated league fails to do so by the next meeting of the Board of Directors, then the Board of Directors shall have the power to remove the excess number of Directors. (ORS 65.324(2))

5.8 Vacancies.

(a) If a vacancy occurs on the Board of Directors and the vacancy is a position held by an officer of the Association, 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))

(b) If a vacancy occurs on the Board of Directors and the vacancy is a position held by a representative of an affiliated league or other affiliated entity, then the affiliated league or other affiliated entity shall fill the vacancy by notifying the Secretary of the Association in

writing of the existence of the vacancy and the identity of the person who is to fill the vacancy, in both cases utilizing a notification procedure previously established between the league and the Secretary pursuant to which the Secretary can reasonably believe that this information represents the true wishes of the affiliated league or other affiliated entity. The Board of Directors shall determine any disputes that may arise as to which individuals properly represent an affiliated league or other affiliated entity on the Board of Directors. (ORS 65.334(1))

(c) If a vacancy occurs on the Board of Directors and the vacancy is the position held by the State Referee Administrator, then a new State Referee Administrator shall be appointed as provided in the bylaws and policies of the USSF. (ORS 65.334(1))

5.9 **Compensation**. No Director shall be paid a salary for his or her service as a Director or a fixed sum for attendance at each meeting of the Board of Directors. The preceding shall not preclude any Director from serving the Association in any other capacity and receiving compensation therefor or from incurring expenses on behalf of the Association and receiving reimbursement therefor. (ORS 65.335)

5.10 **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, in person or via a virtual platform, without other notice than such resolution. (ORS 65.344(1), .337(1), .337(2))

(b) Unless determined otherwise by the Board of Directors, the Board of Directors shall hold its annual meeting in December of each year.

(c) Unless determined otherwise by the Board of Directors, the Board of Directors shall hold meetings in March, September and December of each year.

5.11 **Special Meetings**. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) 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, in person or via a virtual platform. (ORS 65.337(1), .337(2), .344(3))

5.12 **Telephone and Virtual 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, including via a virtual platform. A Director participating in a meeting by this means is deemed to be present in person at the meeting. (ORS 65.337(3))

5.13 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))

5.14 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, and the necessary log in information for a virtual platform, 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 of the date, time and place, and the necessary log in information for a virtual platform, of the meeting.

5.15 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))

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

(a) The President, or if the President is absent, then the Vice President who has been an officer of the Association the longest, or if all of the Vice Presidents are absent, then any

Director chosen by a majority of the Directors present at the meeting, shall act as chairperson 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.

5.17 **Quorum.** A quorum of the Board of Directors is measured by the number of Directors who are physically present plus the number of Directors who are participating via telephone or a virtual platform. Unless the Articles of Incorporation require a greater number or a lesser number, a quorum of the Board of Directors consists of the greater of (a) twelve (12) or (b) one-third (1/3) the number of Directors provided in Section 5.4, provided that if the result of the calculation is not a whole number, then it shall be rounded up to the next whole number. (ORS 65.351(1))

5.18 **Voting.**

(a) If a quorum is present when a vote is taken, the affirmative vote of the greater of (a) ten Directors present or (b) 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 Association 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))

5.19 **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 President shall act as the chairperson 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 5.18(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 Association'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))

5.20 **Executive Committee.**

(a) The Executive Committee of the Board of Directors shall exist at all times and may exercise all of the authority of the Board of Directors, subject to the limitations provided in Section 5.19.

(b) The members of the Executive Committee shall be all of the officers of the Association in office at any given time who also are Directors.

(c) The Executive Committee shall hold meetings as deemed necessary by the members of the Executive Committee. Minutes of meetings of the Executive Committee shall be submitted to the Board of Directors for review and ratification.

5.21 **Standing Committees.**

(a) The following standing committees, which shall not be committees of the Board of Directors, shall exist at all times and shall assist the Board of Directors in their designated areas:

(1) **Discipline and Appeals Committee.** The Discipline and Appeals Committee shall conduct hearings on all matters for which the Board of Directors has original jurisdiction, preside over all appeal matters which are properly appealed to the Board of Directors and periodically propose changes or additions to the Association's policies, procedures and decisions relating to discipline and appeals.

(2) **Management Committee.** The Management Committee will consist of the President, the Treasurer, any other OASA officer actively involved in OASA's day-to-day operations and the Executive Director. The purpose of the Management Committee is to provide a management structure to deal with issues arising as a part of OASA's day-to-day operations and not covered by other policies.

(b) The President shall appoint all members of the standing committees.

(c) The standing committees shall hold meetings on a periodic basis, as deemed necessary by their respective chairpersons.

5.22 **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 Association. (ORS 65.357(1))

5.23 **Loans to Directors.**

(a) The Association may not lend money to or guarantee the obligation of a Director or officer of the Association. (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 VI

Officers and Executive Director

6.1 **Number.**

(a) The officers of the Association shall be:

(1) the President,

(2) one or more Vice Presidents,

(3) the Secretary,

(4) the Registrar,

(5) the Treasurer, and

(6) 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 Association. (ORS 65.371(3))

(c) No officer shall serve simultaneously as an officer of an affiliated league or other affiliated entity or as the State Referee Administrator.

6.2 **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, the Secretary and the Registrar 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.

6.3 **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 VIII 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))

6.4 **Removal.** An officer who also is a Director may be removed only as provided in Section 5.7(b). The Board of Directors may remove any assistant officer at any time with or without cause. (ORS 65.381(2))

6.5 **President.**

(a) The President shall be the principal executive officer of the Association 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 and the other officers of the Association. 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 Association in all legal and other matters. The President shall act as the chairperson of all meetings of the Board of Directors and the Executive Committee.

6.6 **Vice Presidents.** The Secretary, the Registrar and the Treasurer each shall also be a Vice President. In addition, the Board of Directors may elect additional 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 Association, 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)

6.7 **Secretary.** The Secretary shall:

(a) Prepare, or cause to be prepared, the minutes of all meetings of the Board of Directors and the Executive Committee 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 Association; 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))

6.8 **Registrar.** The Registrar shall:

(a) Process and maintain, or cause to be processed and maintained, accurate records of all league, player, coach, manager, other individual and other entity registrations in

accordance with the policies, procedures and decisions of the Association, the USASA and the USSF;

(b) In general, perform, or cause to be performed, all duties commonly incident to the office of Registrar and such other duties as from time to time may be assigned by the President or the Board of Directors. (ORS 65.374)

6.9 **Treasurer**. The Treasurer shall:

(a) Have custody of and be responsible for all funds, securities and property of the Association;

(b) Oversee the receipt of monies due and payable to the Association from any source whatsoever and the deposit all such monies in the name of the Association in accordance with the provisions of Section 7.4;

(c) Oversee the payment of all debts and obligations of the Association;

(d) Prudently invest the Association'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 Association and present, or cause to be presented, current written financial statements to meetings of the Board of Directors and the Executive Committee;

(g) Develop financial policies and fiscal controls for the Association;

(h) Prepare, or cause to be prepared, an annual budget for the Association, which shall include registration and other fees, to 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)

6.10 **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 Association. Any officer who also is a Director may vote upon his or her own salary.

6.11 **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 Association.
(ORS 65.377(1))

6.12 **Executive Director.**

(a) The Executive Director shall be an employee of the Association and serve at the pleasure of the President and the Board of Directors. The President shall nominate candidates to fill this position, subject to the approval of the Board of Directors. The Executive Director shall work closely with the President to ensure that all corporate functions are adequately carried out.

(b) The duties and responsibilities of the Executive Director shall include:

- (1) Overseeing the Association's operations and day-to-day administrative management and programs;
- (2) Complying and helping the Association comply, with these Bylaws and all policies adopted by the Board of Directors;
- (3) Recruiting, selecting, employing, on-boarding, training, managing, evaluating and discharging employees of the Association;
- (4) Attending all meetings of the Board of Directors, the Executive Committee and the Management Committee;
- (5) Preparing and presenting to the Board of Directors regular reports reflecting the accomplishment of the Association's mission and goals;
- (6) Fielding and addressing inquiries from members of the Board of Directors and managing corporate communications;
- (7) Signing documents on behalf of the Association as directed by the President or the Board of Directors;
- (8) Ensuring that current copies of the Association's Bylaws and policies are maintained in the office and published on the Association's website in a timely manner; and

(9) Carrying out any other duties and responsibilities as may be assigned by the President or the Board of Directors.

ARTICLE VII

Contracts and Finances

7.1 **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 Association, and such authority may be general or confined to specific instances.

7.2 **Loans**. No loans shall be contracted on behalf of the Association 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.

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 Association shall be signed by the Treasurer, or in his or her absence by the President or any Vice President.

7.4 **Deposits**. All funds of the Association not otherwise employed or invested shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories or financial institutions as the Treasurer may select.

7.5 **Spending Limits**. The Board of Directors shall approve, before they are incurred, individual expenditures of the Association which are in excess of Five Thousand Dollars (\$5,000), with the exception of amounts routinely owed to the USASA and amounts specifically provided in written budgets previously approved by the Board of Directors.

ARTICLE VIII

Notice

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

8.2 **Methods of Notice**. Subject to Section 8.1, notice may be communicated in person or by telephone, email, mail or private carrier. (ORS 65.034(2))

8.3 **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 Association. Written notice is correctly addressed to a league, player, coach, manager, other individual or other entity if addressed to the league's, player's, coach's, manager's, other individual's or other entity's address shown in the Association's registration records. Written notice is correctly addressed to a team if addressed to the team's address shown in the registration records of the league within which the team plays. (ORS 65.034(2))

ARTICLE IX

Appeals

9.1 **Scope.** Any affiliated league, player, team, coach, manager, other individual or other affiliated entity shall have the right to appeal to the Discipline and Appeals Committee of the Board of Directors any final decision that is relevant to the scope or mission of the Association which has been made by the an affiliated league or team or any other affiliated entity. An appealed decision, including any associated suspension or other punishment, shall remain in effect during the pendency of the appeal, unless the Discipline and Appeals Committee determines that there is a strong likelihood of success upon the appeal and that circumstances are present which clearly show that the appellant will suffer irreparable harm unless the decision from which the appeal is taken is suspended pending the determination of the appeal.

9.2 **Procedure.** A notice of appeal must be submitted by the appellant in writing (briefly describing the matter), directed to the Discipline and Appeals Committee and accompanied by an appeal fee in the amount established by the Board of Directors. The notice of appeal and the appeal fee must be received by the Association within ten (10) days of receipt by the appellant of written notification of the decision which is being appealed. For good cause shown, the appeal fee may be waived. Thereafter, pursuant to procedures established by the Discipline and

Appeals Committee, (a) the affiliated league, team or other affiliated entity whose decision is being appealed shall submit the record related to its decision, (b) the appellant shall submit in writing the basis of the appeal and all arguments being made in favor of overturning or modifying the decision and (c) the affiliated league, team or other affiliated entity shall submit in writing its arguments against overturning or modifying its decision.

9.3 **Considering an Appeal.** If the procedures set forth in Section 9.2 have been followed, the appeal shall be considered by the Discipline and Appeals Committee as soon as is reasonably practical under the circumstances.

9.4 **Decision.** The Discipline and Appeals Committee shall decide the appeal by majority vote and shall notify the appellant and the appellee of the decision in writing within a reasonable time thereafter. If the appellant is successful, the appeal fee shall be returned.

9.5 **Further Appeals.** Following the decision of the Discipline and Appeals Committee, the losing party may appeal the decision in the manner provided in the bylaws and policies of the USSF.

9.6 **Exclusive Remedy.** No affiliated league, player, team, coach, manager, other individual or other entity may invoke the aid of the courts of any state or the United States without first exhausting all available remedies within the Association and the USSF. For violating the preceding sentence, the offending party shall be liable to the Association and its Directors and officers for all expenses incurred in defending each court action, including but not limited to (a) court costs, (b) reasonable attorney fees, (c) reasonable compensation for time spent by Association Directors, officers and employees in responding to and defending against allegations in the action, including responses to discovery requests and court appearances, and (d) reasonable travel expenses.

ARTICLE X

Seasonal and Fiscal Years

10.1 **Seasonal Year.** The seasonal year of the Association shall be January 1 to December 31 (the "Seasonal Year").

10.2 **Fiscal Year.** The fiscal year of the Association shall be January 1 to December 31.

ARTICLE XI

Amendments

11.1 **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))

ARTICLE XII

Association Responsibilities

12.1 **Association Responsibilities**. Notwithstanding any other provision of these Bylaws to the contrary, as required by USSF Bylaw 213:

(a) The Association and its affiliated leagues and other entities (the "Affiliates") shall be open to (1) any individual who is an amateur athlete, coach, trainer, manager, administrator or official active in the sport of soccer who is not subject to suspension under Section 4 of USSF Bylaw 241 or pursuant to the disciplinary action of any amateur soccer organization (collectively, "Affiliated Individuals"), and (2) any amateur soccer organization.

(b) The Association shall not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

(c) The USSF articles of incorporation, binding rules and policies, and bylaws, including USSF Bylaw 603 governing interplay, shall take precedence over and supersede the organizational and governing documents of the Association and the Affiliates except to the extent applicable law otherwise requires, and the Association and the Affiliates shall abide by the USSF articles of incorporation, binding rules and policies, and bylaws.

(d) The Association shall not become a member of any organization that imposes requirements that conflict with the USSF articles of incorporation, binding rules and policies, and bylaws.

(e) The Association shall have its Board of Directors determined through an open and democratic election process as provided in these Bylaws.

(f) Actions and policies adopted by the Board of Directors, Executive Committee or officers of the Association shall be reported to the Affiliated Individuals, or their authorized representatives, at least once each year at the annual meeting of the Association, with notice of the meeting and its purposes provided at least fifteen (15) days in advance of the meeting.

(g) The Association shall provide prompt and equitable procedures for resolution of complaints of its Affiliates and Affiliated Individuals and procedures for fair notice and an opportunity for a hearing with respect to any complaint of any Affiliate or Affiliated Individual concerning a proposed declaration that any Affiliated Individual is ineligible to participate in the

programs or other activities of the Association or an Affiliated Entity and such procedures shall conform, as applicable, to the provisions of Part VII of the USSF Bylaws.

(h) The Association shall adopt policies prohibiting sexual and physical abuse that meet certain applicable minimum criteria established by the USSF (subject to any contrary requirements contained in any federal, state or local law applicable to the Association).

(i) The USSF may review the Association at least once every four (4) years to determine compliance with the provisions of this Section 12.1.