

**BYLAWS
OF
OREGON SKATING COUNCIL, INC.
Revised April 20, 2017**

ARTICLE 1. GENERAL

- 1.1. The name of this corporation is Oregon Skating Council, Inc., hereinafter referred to as “Council”, which has been organized as a public benefit corporation under the Oregon Nonprofit Corporation Act.
- 1.2. The Council was incorporated under the Laws of the State of Oregon on August 20, 1986.
- 1.3. The Council shall maintain in the State of Oregon a registered office and a registered agent located at the registered office. The corporation may change the registered office and may also have offices at other places, either within or without the State of Oregon, as the Board of Directors may from time to time determine or as the business of the corporation may require.

ARTICLE 2. PURPOSE

- 2.1. This corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provision) and 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provision).
- 2.2. The purposes of the Council are:
 - 2.2.1. Act as a forum for sharing information and concerns of the Member Clubs.
 - 2.2.2. To promote the sport of amateur figure skating in all its various forms.
 - 2.2.3. To encourage and cultivate a spirit of fraternal feeling among amateur figure skaters.
 - 2.2.4. To sponsor, produce, or cooperate in the production of seminars, training for officials and Member Clubs and Council officers, test sessions, amateur competitions, and other events that support figure skating.
 - 2.2.5. To carry out the general policies of United States Figure Skating (US Figure Skating) in accordance with the Bylaws and Rules of US Figure Skating and the Bylaws of this Council, provided, however, that the Bylaws and the Rules of US Figure Skating shall have precedence.

ARTICLE 3. MEMBERS

- 3.1. Membership in Oregon Skating Council shall be limited to Members Clubs of US Figure Skating based in Oregon or Clark County, Washington. Each Member Club shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaw of this corporation.
- 3.2. All other United States Figure Skating entitles (including, but not limited to, probationary clubs, collegiate or high school clubs, synchronized skating teams, or other teams or groups independent of any club) based in Oregon or Clark County, Washington may be admitted to the Council as Affiliates. An Affiliate may not serve as an officer of director and is not entitled to vote for directors or in any other Council matter.
- 3.3. Qualification.
 - 3.3.1. A Member Club of US Figure Skating based in Oregon or Clark County, Washington may become a Member Club of the Council by invitation from the Council or by applying to the Council for membership. Upon approval of an application for membership by the Council Board of Directors and payment of membership fees as established by the Board of Directors, such club will become a Member Club of the Council and shall be eligible to appoint directors for the Council as provided in these Bylaws.
 - 3.3.2. The membership year will begin on July 1 and end on June 30 of each year. Dues for all classes of membership shall be determined by the Board in April immediately preceding the membership year.
- 3.4. Termination of Membership.
 - 3.4.1. Membership will be terminated by the Board of Directors if a Member Club fails to appoint its directors within 90 days of the start of the membership year or within 90 days of the time required for appointment under the Member's bylaws subject to the notification of termination requirements in section 3.4.2.
 - 3.4.2. Membership may be terminated by the Board of Directors after giving the Member Club at least 15 days written notice by first class or certified mail of the termination and the reasons for termination, and an opportunity for the Member Club to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall be reviewable by any court.
- 3.5. Annual Meeting. The annual meeting of the Council Members shall be held in July of each year. The date, time and location of annual meeting shall be determined by the Board at least 60 days prior to the Annual Meeting.

- 3.6. Special Meetings of Members shall be held at the call of the Board of Directors, or by the call of at least two-thirds (2/3) Members in good standing by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.
- 3.7. Notice of Meetings of the members shall be given to each at the last address of record, by first class mail at least 7 days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place and purposes of the meeting.
- 3.8. Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently.
- 3.9. Proxy Voting. There shall be no voting by proxy at a meeting of members.
- 3.10. Action by Consent. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

ARTICLE 4. BOARD OF DIRECTORS

4.1. Duties

4.1.1. The business affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all other lawful acts which are not prohibited or directed or required to be performed by others under the statutes of the State of Oregon, the Articles of Incorporation or these Bylaws.

4.1.2. The Board shall set policy, approve budgets, approve Council event, and make such rules as they deem proper in respect to the use of Council property, prescribe rules for the admission of non-members or guests to Council activities, and set penalties for violations of the rules.

4.2. Number and Qualifications of Directors. Each Member Club shall appoint four directors to the Council from among their respective membership, one of which shall be the President of the Member Club.

4.3. Term of Directors. The term of office for Director shall be one year beginning in July unless otherwise provided in the Bylaws of the Members appointing that director. A Director shall continue to serve until his or her successor is appointed.

4.4. Election of Directors. Directors shall be appointed by Members in accordance with the respective Member's Bylaws.

4.5. Removal of Directors.

4.5.1. A Director may be removed by the Member Club that appointed that director in accordance with the Member Club's Bylaws.

4.5.1. Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of two-thirds of the Directors then in office.

4.6. Resignation of Directors. A Director may resign by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the President and to the Member Club appointing that Director. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

4.7. Vacancies. A vacancy occurring on the Board of Directors shall be filled by the Member Club that appointed the director whose seat is vacant.

4.8. Quorum and Action for Director's Meetings. A quorum for the transaction of business at any meeting shall be 7 Directors. The Members represented by the Directors shall be one less than the number of Members. If a quorum is present, action is taken by a majority vote of directors present. Where the law required a majority vote of directors in office to establish committees that exercise Board functions, to amend the article of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

4.9. Regular Meetings. The Board shall meet at least ten times during the year at dates, times, and location to be determined by the Board. No other notice of the date, time, or purpose of these meetings is required. Two consecutive absences from such regular Board meetings without reasonable cause may be grounds for declaring a director's position vacant and such declaration shall be discretionary with the President.

4.10. Special Meetings. A Special meeting of the Board of Directors may be called by the President or any four Directors then in office including at least 3 Members represented. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting shall be delivered to each Director personally or by telephone or by mail or by electronic mail not less than three days prior to the special meeting.

4.11. Meeting by Telecommunications, Use of Communications Equipment. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

4.12. No Compensation. The members of the Board of Directors of this corporation shall serve without compensation.

4.13. Ex-Officio Directors. Each Affiliate may appoint a person to serve as an Ex-Officio Director in order to enhance communication and coordination within figure skating in Oregon and Clark County, Washington. Ex-Officio Directors may not vote in matters before the Board.

ARTICLE 5. COMMITTEES

5.1. The Board of Directors may, from time to time, appoint other committees for such purposes as designated by the Board of Directors. Each committee shall have such powers and shall perform such duties as may be delegated and assigned to the committee by the Board of Directors, except such powers as are prohibited under the Oregon Nonprofit Corporation Act. However, all matters transacted by a committee in the name of the corporation shall be submitted and ratified by the Board of Directors at its next regular or special meeting.

5.2. Composition of Committee Exercising Board Functions. Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the Directors.

ARTICLE 6. OFFICERS

6.1. Titles. The Officers of the Council shall be President, Vice President, Secretary, and Treasurer. An officer must be a Director of the Council and at least twenty-one years of age. If there are four or fewer Members, there shall be a minimum of one Officer from each Member. If there are more than four Members, no more than two Officers may be elected from the same Member.

6.2. Term and Election of Officers. Officers shall serve a term of one year beginning and ending on the date of their election by the Board. Officers shall be elected by the Board of Directors from among the Directors in July following the Annual Members' Meeting.

6.3. Vacancies. A vacancy occurring in any of the Officer positions shall be filled at a regular meeting of the Board or at a special meeting of the Board of Directors called for that purpose. Vacancies in any of the Officer positions shall be filled by a majority vote of the Directors then on the Board of Directors. The new Officer shall serve only the predecessor's unexpired term.

6.4. Other Officers and Appointments. The Board of Directors may elect or appoint such other officers, assistant officers, agents, and other employees as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

- 6.5. President. The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the Board of Directors and shall be the inspector of all elections of Directors and certify those who are elected as such. The President shall see to the general and active management of the business affairs of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. President shall preside at all meetings of the Council. The President shall have the power to temporarily suspend any Member Club for violating the Bylaws or regulations of the Council pending a review and appropriate action by the Board. The President, together with the Secretary, shall sign all agreements and contracts entered into by the Council and approved by the Board.
- 6.6. Vice President. The Vice President shall perform the duties and exercise the power of the President at such time as the President is unable to act, and such other duties as the President or Board of Directors may from time to time assign.
- 6.7. Secretary. The Secretary shall perform, or cause to be performed (a) official recording of the minutes of all proceedings of the Board of Directors meetings, (b) provision for notice of all meetings of the Board of Directors, (c) authentication of the records of the corporation, (d) documents and correspondence connected with the business of the Council, and (e) such other duties as the Board of Directors or President may from time to time assign.
- 6.8. Treasurer. The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) such other duties as the Board of Directors or President may from time to time assign. The Treasurer shall provide a written report when requested by the Board. Expenditures may be made only upon approval by the Board. All disbursements of the Council's funds shall be in the manner designated by the Board.
- 6.9. Compensation. The salaries of all employees and other agents of the corporation shall be fixed by the Board of Directors. Unless otherwise specified by the Board of Directors, officers shall serve without compensation.
- 6.10. Resignation of Officers. An officer may resign by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Board of Directors. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

6.11. Removal of Officer. Any officer, agent or other employee elected or appointed by the Board of Directors, may be removed by majority of all the Directors then serving on the board whenever in their judgment the best interests of the corporation will be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed. If any position should become vacant for any reason, the vacancy shall be filled by the Board of Directors.

6.12. Restoration of Corporation Property. On the death, resignation, retirement or removal from office of any officer, agent or employee, all books, papers, vouchers, money and any other property of whatever kind in their possession or under their control which belong to the corporation shall be restored to the corporation.

ARTICLE 7. NOTICE

7.1. Effectiveness of Notice. Wherever notice is required in these Bylaws, such notice may be oral or written unless otherwise specified for a particular notice. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, by mail or private carrier, including publication in a newsletter or similar document mailed to a Director's address. Personal written notice, if in a comprehensible form, is effective at the earliest of the following: when received; five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed; on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or 30 days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed.

7.2. Waiver of Notice

7.2.1. A Director may at any time waive notice required by these Bylaws, the Articles of Incorporation or the Oregon Nonprofit Corporation Act. The waiver must be in writing, be signed by the Director entitled to the notice, specify the meeting for which the notice is waived and be filed with the minutes or corporate records.

7.2.2. 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 any action taken at the meeting.

7.2.3. Whenever any notice is required to be given to any Director under the provisions of the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice. The presence of a Director at any meeting shall constitute a waiver of any notice required for such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 8. CONFLICT RESOLUTION

- 8.1. If any Council member(s) has a complaint against another member(s) for an infraction of any bylaw or other rule other than skating rules, they may file such complaint in writing with the Board of Directors. Such complaint will be investigated according to the adopted conflict resolution policy.
- 8.2. Any Member Club or Member Clubs having a complaint against another Member Club for an infraction of any Bylaw or rule of the Council or US Figure Skating, other than skating rules, or for conduct injurious to the welfare of the Council, may report his or her complaint in writing to the Board by submitting the complaint in writing to the President. Such complaint shall set forth the facts on which the complaint is based together with the names of witnesses, if any, and a statement that a copy of the complaint has been sent to the accused member. Upon receipt of the written complaint the President shall convene a special meeting of the Board on the earliest practical date for the purpose of conducting a hearing on the matter. Written notice of such hearing shall be mailed to each of the members who are parties to the complaint (i.e., the complaining members and the accused members) not less than seven (7) days prior to such hearing. All of the parties to the complaint shall be given an opportunity to be heard and to present witnesses during the hearing, and a complete record will be kept of the statements and evidence presented. The decision of the Board shall be evidenced in writing and filed with the Secretary who shall furnish each of the parties to the complaint a copy thereof. An appeal from the decision of the Board may be taken to the Council membership by serving the Secretary with written notice of such appeal within seven (7) days of the Board's decision. A Special Member Club meeting of the Council shall thereupon be called and a two-thirds majority vote will be required to reverse the decision of the Board.

ARTICLE 9. CORPORATE INDEMNIFICATION

The corporation shall indemnify its Directors, officers, agents and employees for liability and related expenses to the full extent permitted by the Oregon Nonprofit Corporation Act.

ARTICLE 10. DIRECTOR CONFLICT OF INTEREST

- 10.1. Conflict of Interest Defined. A conflict of interest transaction is a transaction with the corporation in which a Director of the corporation has direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction is fair to the corporation at the time it was entered into or its approved as provided in Section 10.2 of this Article.
- 10.2. Approval Process. A transaction in which a Director has conflict of interest may be approved.
- 10.2.1. 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

10.2.2. By obtaining approval of the Attorney General or the circuit court in an action in which the Attorney General is joined as a party.

10.3. Indirect Conflicts. For the purposes of this Article, a Director of the corporation has an indirect interest in a transaction if:

10.3.1. 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

10.3.2. 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.

10.4. Votes Required for Approval. For purposes of section 10.2, 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 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 Section 12.2.1. if the transaction is otherwise approved as provided in Section 12.2.

ARTICLE 11. USE AND DISPOSTION OF ASSETS AND EARNINGS

11.1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to the members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

11.2. The Council shall never be operated for the primary purpose of carrying on a trade or business for profit.

11.3. The facilities of the Council will not be made available for any substantial use by the general public, but will exist primarily for the exclusive use of its members and their bona fide guests.

11.4. In the event of the dissolution of the Council, all property and assets of the Council, after all liabilities of the Council have been paid or provision for their payment is made, shall be distributed in accordance with the application provision of the Oregon Nonprofit Corporation Law.

11.5 The Treasurer and President shall open banking accounts at a fully insured financial institution as directed and authorized by the Board of Directors. The Treasurer and President

with the approval of the Board of Directors may open investment accounts at SIPC insured institutions, such insurance does not cover market risk.

- 11.5.1. Expenses shall be paid from a check book maintained by the Treasurer, operated in accordance with Board adopted policies, and will be reported regularly to the Board and membership. Separate tracking shall be kept for each activity or event which involves amounts greater than \$500.
- 11.5.2. Council funds shall be used exclusively for operating expenses of the Council, including insurance and insurance bonding if required by the Board; for expenses incurred in meeting the purpose of the Council as stated in these Bylaws; and such other miscellaneous expenses as may be approved by the Board.
- 11.5.3. Appropriation from the funds of the Council shall be made by the Board. The Treasurer shall provide a report of all financial activities and all financial accounts to the Board of each regular meeting.
- 11.5.4. an annual audit of all financial records shall be made by the Board or its authorized agent.

ARTICLE 12 AMENDMENTS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of Directors present, if a quorum is present. 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 a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

Adopted April 20, 2017 by action of the Board of Directors.

Carole White
President