

**BYLAWS  
OF  
Central Oregon Disc Golf Club**

The name of the corporation is Central Oregon Disc Golf Club, an Oregon nonprofit corporation (the “Corporation”)

**SECTION I  
PURPOSES AND POWERS**

1.1 PURPOSE. The purpose for which the Corporation is formed is the promotion of the sport of disc golf. In particular, the purposes of the Corporation include:

1.1.1 To promote the growth and development of disc golf as a means of healthful recreation and physical fitness to the general public;

1.1.2 To educate and uphold the rules of play and high standards of professionalism, amateurism and good sportsmanship, including providing education and training clinics when requested;

1.1.3 To foster national and international professional and amateur disc golf tournaments, leagues, and competitions in a fair, fun, and competitive manner;

1.1.4 To share and communicate information beneficial to the sport via electronic and printed media; and

1.1.5 To assist county, state, and federal governments in the creation, upkeep and installation of disc golf facilities through fundraising and volunteer efforts.

1.2 This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, 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, non of which are for profit, for which corporations may be organized under the Oregon State Revenue and Taxation Codes (or its corresponding future provisions) and Section 501(c) (3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

**ARTICLE II  
NONMEMBERSHIP**

2.1 MEMBERSHIP. This corporation shall have no members within the meaning of the Oregon Corporations laws. Certain individuals, families, and organizations may nevertheless be classified according to their respective periodic contributions of fees or dues otherwise as nonvoting members who shall have the rights and privileges set forth in these bylaws.

2.2 MEMBERSHIP RIGHTS AND PRIVILEGES. Members shall be entitled to receive information about the corporation’s purpose and activities as determined by the Board of

Directors from time to time. Members may render such services on behalf of or for the Corporation as the Board of Directors may determine. Members also have such additional rights and privileges as may be conferred on them from time to time by the Board of Directors. Members shall not have any proprietary interest in the Corporation, and shall not be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation except as may be otherwise provided in the Articles of Incorporation.

2.3 ELIGIBILITY. Any individual, family, or organization in sympathy with the purposes and powers of the corporation.

2.4 DUES. There shall be no dues.

2.5 DISCRIMINATION PROHIBITED. Membership and all rights of participation in the CODGC, including all tournaments and other events conducted or sanctioned by the Corporation, shall be open to everyone without regard to race, age, creed, sexual orientation, color, national origin or gender. Nonetheless, participation in divisions of tournaments or other events may be restricted on the basis of gender, age or ability.

### **ARTICLE III BOARD OF DIRECTORS**

3.1 DUTIES. The business and affairs of the Corporation shall be governed by its Board of Directors.

3.1.1 Chairman of the Board is granted the lead authority to steer, participate, debate and vote in the direction of the Corporation by the Board of Directors. The Chairman of the Board is the primary steward of the Corporation's policies and mission. The Chairman provides oversight and leadership in the Corporation's governance and strategy. The Chairman provides oversight and leadership in the Corporation's strategic plans.

3.1.2 Board Directors are granted the authority to participate, debate and vote in the direction of the Corporation by the Board of Directors. A Director assists the Chairman of the Board in forwarding the Corporation's policies and mission by providing oversight and leadership in the Corporation's current and long-term strategic plans.

3.2 NUMBER. The number of Directors of the Corporation shall not be less than three (3) no more than seven (7).

3.3 TERM AND ELECTION. The term of office for Directors shall be two years. A Director may be reelected without limitation of the number of terms she or he may serve. The board shall elect its own members, except that a Director shall not vote on that member's own position.

3.4 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time place, or purpose of these meetings is required. Quarterly meetings of the Board of Directors are open to the members to attend, and there will be a comment period at the beginning of any quarterly meeting for members to comment on the direction of the Corporation.

3.5 SPECIAL MEETINGS. 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 not less than two days prior to the special meeting. Special meetings of the Board of Directors are open to the members to attend, and there will be a comment period at the beginning of any special meeting for members to comment on the direction of the Corporation.

3.6 MEETING BY TELECOMMUNICATION. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

3.7 QUORUM AND ACTION. A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as provided by these bylaws. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

3.8 MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each individual person on the Board of Directors (including the Chairman of the Board) is permitted one (1) vote. If the Chairman of the Board is also a Director, he is granted one (1) vote in total.

3.9 ACTION BY CONSENT. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, set forth the action to be taken or so taken, shall be signed by all the Directors.

3.10 VACANCIES. Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of Directors then on the Board of Directors

3.11 RESIGNATION AND REMOVAL. Any Director of the Corporation may resign at any time by giving written notice to the Chairman of the Board or the Secretary of the Corporation. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more Directors shall resign from the Board, effective at a future date, a majority of the Directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the results of the vote thereon to take effect when such resignation or resignations shall become effective. Any Board member may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

3.12 SALARY. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service

## **ARTICLE IV OFFICERS**

4.1 NUMBER. The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, and such other officers as may be appointed in accordance with the provisions of this Article. The Board of Directors, by resolution, may create and appoint additional officer positions. Any two or more offices may be simultaneously held by the same person.

4.1.1 President: The President shall be the chief officer of the corporation and shall act as the chair of the board. The Board of Directors grants the President the authority over execution of the Board's plan. The President ensures the Corporation's policies and mission by providing oversight, leadership and implementation of the Board's plans.

4.1.2 Vice-President: The Board of Directors grants the Vice President the authority to act in the absence or direction of the President and fulfill all directives of the President or Board of Directors. The Vice President assists the President in forwarding the Corporation's policies and mission by providing oversight, leadership and implementation of the Board's plans.

4.1.3 Treasurer: The Board of Directors grants the Treasurer has the authority over financial aspects of the corporation. 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) any other duties as may be prescribed by the Board of Directors.

4.1.4 Secretary: The Secretary shall have overall responsibility for all record keeping and all corporate funds. The secretary shall perform, or cause to be performed, the following duties: (a) official recording of minutes of all proceedings of the Board of Directors meetings and actions; (b) provision of notice of all meetings of the Board of Directors; (c) authentication of records of the corporation; and (d) any other duties as may be prescribed by the Board of Directors.

4.2 APPOINTMENT AND TERM OF OFFICE. The officers of the Corporation, including the Corporation's President, shall be appointed by the Board of Directors at a Board of Directors meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly appointed and shall have qualified or until death, resignation or removal.

4.3 REMOVAL. Any officer or agent appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled not later than the first regular meeting of the Board of Directors following the vacancy. .

**ARTICLE V  
COMMITTEES**

5.1 EXECUTIVE COMMITTEE. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

5.2 OTHER COMMITTEES. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

5.3 COMPOSITION OF COMMITTEES 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 number of Directors prescribed by the board, or if no number is prescribed, of all Directors in office at that time.

5.4 QUORUM AND ACTION. A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by majority vote of Directors present.

5.5 LIMITATIONS AND THE POWERS OF COMMITTEES. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

**ARTICLE VI  
CORPORATE INDEMNITY**

6.1. This corporation will indemnify its officers and directors to the fullest extent allowed by current and future Oregon law.

**ARTICLE VII  
MISCELLANEOUS**

7.1 FISCAL YEAR. The fiscal year of the corporation will be January 1 to December 31. Appropriate accounting practices must be maintained, and periodic financial review by competent professionals will be completed and the results reported to the Board of Directors.

7.2 CONTRACTS, DEBTS, AND OBLIGATIONS. No contract, debt, or obligation will be binding on the Corporation unless contracted under the authority of the Board of Directors or under authority delegated to an officer of the Corporation by the Board of Directors.

**ARTICLE VIII  
AMENDMENT TO BYLAWS**

8.1 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.

## **ARTICLE IX**

### **PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

9.1 No member, director, officer, employee, committee member, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any and all members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively for the purposes of the Corporation or to such organization or organizations which would then qualify under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code.