

**BYLAWS
OF STAYTON HIGH
SCHOOL EAGLE
BOOSTERS, INC.**

1. GENERAL.

The name of this corporation is STAYTON HIGH SCHOOL EAGLE BOOSTERS, INC. which has been organized as a public benefit corporation under the Oregon Nonprofit Corporation Act. The corporation is organized and shall be operated exclusively for charitable and educational purposes. Specifically including the promotion and improvement of the Stayton High School's sports facilities and sports programs.

2. CORPORATE OFFICES.

The registered office of the corporation shall be located at P.O. Box 111 Stayton, OR 97383 Attention: President.

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.

3. MEMBERS.

3.1 **Eligibility.** Members of the corporation shall be persons sympathetic to the purposes of the corporation who apply for membership and satisfy such requirements for membership as are determined from time to time by the Board of Directors.

3.1.1 Upon payment of annual dues and the attendance of a minimum of three booster monthly meetings, members become eligible to make motions and are considered "qualifying members" for Board of Directors positions.

3.2 **Termination of Membership.** Membership may be terminated voluntarily or involuntarily as follows:

3.2.1 A member may voluntarily terminate membership by a writing addressed to and delivered to the Board of Directors. Such termination shall become effective upon receipt by the Board.

3.2.2 A member may be involuntarily terminated by the Board of Directors if, by a majority vote of the directors present and voting at a meeting called for that purpose, determines that the member's continued membership in the

corporation is adverse to the interests of the corporation or that the conditions of eligibility for membership no longer exist.

- 3.2.3 A terminated member shall have no right, title or interest of any kind in or to the properties or assets of the corporation.

3.3 **Meeting of Members.**

- 3.3.1 An annual meeting of the members shall be held in September of every year at the principal office of the corporation or at such other time or place as may be determined by the Board of Directors.

3.3.2 **At the annual meeting.**

- 3.3.2.1 The president, and any other officer the Board of Directors or the president may designate, shall report on the activities and financial condition of the corporation.

- 3.3.2.2 The members shall elect qualifying members to the Board of Directors, who when elected shall constitute the Board of Directors of the corporation.

- 3.3.2.3 Board of Directors vacancies shall be filled by qualifying members as become available throughout the year.

- 3.3.2.4 The members shall consider and act upon such other matters as may be raised consistent with the notice of the meeting.

- 3.3.3 The Board of Directors may set a uniform date, time and place for regular meetings of the members.

- 3.3.4 Special meetings of the members may be held at any time on the request of the president, the executive committee or the Board of Directors, if any, or upon demand in writing by any 10 members of record

- 3.4 **Notice of Meetings of Members.** The corporation shall give notice of meetings of members to members entitled to vote at the meeting and to any other person entitled to notice. The notice shall include the place, date and time of the annual, regular or special meeting of the members and shall be given by the corporation no fewer than seven days, or if notice is mailed by other than first class or registered mail, no fewer than seven nor more than 21 days before the meeting.

- 3.5 **Quorum for Meetings of Members.** Members representing a majority of the total voting membership present at any annual, regular or special meeting of members

shall constitute a quorum at the meeting. The affirmative vote of a majority of the then present voting membership shall become the act of the members.

- 3.6 **Voting by Members.** A voting member is a member of the board of directors and/or officers. Each voting member shall have one vote on each matter coming before the membership. Voting shall not be cumulative. Any member may vote in person or by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

- 3.7 **No Assignment or Transfer.** Membership in the corporation shall not be assigned by a member to any other person, nor shall the assigns thereof be entitled to membership in the corporation, nor shall a purchaser at an execution sale, or any other person who may succeed, by operation of law or otherwise, to the property interests of a member, be titled to membership, or become a member of the corporation by virtue of such transfer.

3.8 **Nondiscrimination Policy.** Stayton High School Eagles Booster Club Inc. does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, funding of teams, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members, volunteers, vendors, coaches, administration, and student-athletes.

4. **DIRECTORS.**

- 4.1 **Powers.** 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.

- 4.2 **Eligibility.** Each Director must be a qualifying member of the corporation.

- 4.3 **Number of Directors.** The number of directors of the corporation shall be a minimum of five (5) Board Members and four (4) Officers: President, Vice-President, Treasurer and Secretary, thus constituting the "Board of Directors", the exact number to be fixed from time to time by resolution of the members.

- 4.4 **President.** The president of the Board of Directors shall be elected from the membership of the corporation. To be eligible for election as president, the member need not be, at that time, a member of the Board of Directors, but he/she must have previously completed and served at least two years as a qualifying voting member of the corporation.

- 4.5 **Composition of Board of Directors.** The members of the Board of Directors must always be comprised of persons who represent the broad interests of the citizens of Stayton,

Oregon and the surrounding area (within the meaning of Treasury Regulations Section 1.170A9(f)(3)(ii) or any successor regulation) and who have significant ties to City of Stayton and surrounding area sufficient to ensure that the corporation will carry out a public purpose and continue to serve the sports enthusiasts of the City of Stayton and the surrounding area (within the meaning of 7 CFR section 3575.20(c)(3) or any successor regulation).

- 4.6 **Election of Directors.** The Board of Directors will serve two-year terms. New directors will be voted upon by the members at the annual meeting to a two-year term.

4.6.1 **Term Limits of Directors.** No Officer shall serve more than two terms, and no Board Member shall serve more than four terms of two years each.

- 4.7 **Vacancies.** A vacancy occurring on the Board of Directors shall be filled at a special meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the remaining directors, though the remaining directors are less than a quorum. The new director shall serve only the predecessor's unexpired term.

- 4.8 **Increase in Number of Directors.** Individuals to fill the directorships created by any increase in the number of directors as provided in Section 4.3 of this article may be elected at any regular meeting of the membership by the majority vote of the membership. The new directors will serve until the next annual meeting or until the directors' successors are elected.

- 4.9 **Notice for Directors Meetings.** Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and place as shall, from time to time, be determined by the Board of Directors. Special meetings of the Board of Directors shall be called by the secretary when requested by the president or when requested in writing by 20 percent of the directors. Notice of the special meeting shall be given to each director either in person or by mail or telephone and must be received by the director not less than two days prior to the meeting.

- 4.10 **Quorum for Directors Meetings.** A majority of the number of directors then serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting. The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

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

4.13 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.

5. COMMITTEES.

5.1 Committees.

5.1.1 The Board of Directors may appoint from among its members, committees and committee chairs. Committees shall have such powers and shall perform such duties as may be delegated and assigned to the Committee from time to time by the Board of Directors, except as provided in the Oregon Nonprofit Corporation Act. A majority of the members of the Committee may fix its rules of procedure. Chairs shall ensure proper procedures.

5.1.2 All actions taken by Committees shall be by a majority of those serving on the committee if taken at a meeting or by unanimous written approval if taken without a meeting. The Committee shall keep records of its activities and proceedings as it shall deem appropriate. All actions by the Committee shall be reported to the Board of Directors at the meeting succeeding such action and shall be subject to revision, alteration and approval by the Board of Directors; provided, however, that no rights or acts of third parties shall be affected by such revision or alteration.

5.1.3 Meetings of Committees shall be called, from time to time, at the direction and upon the request of any member thereof. Notice of such meetings, unless waived, shall in each instance be given to each member of the Committee, by the Chair, at least one day before the meeting, either orally or in writing.

6. NOTICE.

6.1 **Effectiveness of Notice.** Wherever notice is required in these Bylaws, such notice may be oral or written unless otherwise specified for a particular kind of 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 member's or director's address. Written notice by the corporation to a member is effective when mailed if it is mailed post paid and is correctly addressed to the member's address shown in the corporation's current records of members. In other instances, 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.

6.2 Waiver of Notice.

6.2.1 A member or director may at any time waive any 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 member or director entitled to the notice, specify the meeting for which the notice is waived and be filed with the minutes or corporate records. A member's attendance at a meeting waives objection to:

6.2.1.1 Lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

6.2.1.2 Consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

6.2.2 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.

6.2.3 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.

7. ACTION WITHOUT A MEETING.

- 7.1 **Directors' Actions.** Any action required or permitted to be taken at the Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board of Directors.
- 7.2 **Members' Actions.** Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action.
- 7.3 **Effectiveness of Action Without Meeting.** Actions taken under this Article 7 shall be evidenced by one or more written consents describing the action taken, signed by each member or director, as the case may be, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Article 7 is effective when the last member or director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Approval by electronic means is same as written consent.

8. OFFICERS.

- 8.1 **Executive Officers.** The corporation shall have a president, vice president, secretary, and treasurer. The same individual may simultaneously hold more than one office in the corporation.
- 8.2 **Compensation.** The Board of Directors shall serve without compensation.
- 8.3 **Election of Officers.** The election of officers shall take place each year at the annual meeting. All principal officers elected must be qualifying members.
 - 8.3.1 **Officer Term Limits.** Officers are elected to a two year term. No officer shall serve more than two terms of two years each. Four years total as an officer.
- 8.4 **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.
- 8.5 **Removal of Officer.** Any officer elected or appointed by the Board of Directors, may be removed by a majority vote 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.

- 8.6 **Restoration of Corporate Property.** On the death, resignation, retirement or removal from office of any officer, agent or other 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.
- 8.7 **Executive Officer Dishonesty Bond.** The boosters shall purchase a \$50,000 dishonesty bond each year to protect the booster club from any wrong doing by any of the Stayton Booster Club Executive Officers, including but not limited to: President, Vice-President, Treasurer, or Secretary.

9. DUTIES OF OFFICERS.

- 9.1 **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.
- 9.2 **Vice President.** The vice president shall perform the duties of the president during his absence or inability to act and in addition shall perform such other duties as may from time to time be requested of him by the Board of Directors.
- 9.3 **Secretary.** The secretary shall have responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the corporation. The secretary shall give notice of all meetings of the Board of Directors and committees as required under the provisions of the Oregon Nonprofit Corporation Act, the Articles of Incorporation and these Bylaws, and shall perform such other duties as the Board of Directors or the president may from time to time assign.
- 9.4 **Treasurer.** The treasurer of the corporation shall keep the funds of the corporation in such depository or depositories as the board of directors shall direct. It shall be the duty of the treasurer to receive and keep the monies of the corporation and to disburse the same by order, check, or voucher, as authorized by the Board of Directors; he shall keep a correct statement of all monies received and paid out by him, as often as is required by the Board of Directors, shall render to them a full account of the business of his office, with property vouchers for their information.

10. 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.

11. DIRECTOR CONFLICT OF INTEREST.

11.1 Conflict of Interest Defined. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a 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 is approved as provided in Section 11.2 of this Article.

11.2 Approval Process. A transaction in which a director has a conflict of interest may be approved:

11.2.1 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

11.2.2 By obtaining approval of the:

11.2.2.1 Attorney General; or

11.2.2.2 The circuit court in an action in which the Attorney General is joined as party.

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

11.3.1 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

11.3.2 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.

11.4 Votes Required for Approval. For purposes of Section 11.2, 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 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 paragraph (1) of Section 11.2 if the transaction is otherwise approved as provided in Section 11.2.

12. LOANS.

No money shall be borrowed or loaned by the corporation without authority of the Board of Directors.

13. CHECKS.

All checks of the corporation shall be signed by two officers, and in such manner as the Board of Directors may, from time to time, designate, including payments by debit or credit card.

14. SAVINGS

- 14.1 All annual booster dues and 'sports pass' income shall be removed from the general fund and set aside for future emergency use. The future use of these funds shall require a unanimous vote from the board. It is recommended that these funds are invested to take advantage of growth opportunities.

15. AMENDMENTS.

- 15.1 **By Directors.** These Bylaws may be amended or repealed, in whole or in part, by the unanimous affirmative vote of all of the directors then serving on the Board of Directors at any regular or special meeting called for that purpose, provided that notice of the proposed amendment is given in the notice of the meeting or notice thereof is waived in writing by all directors.
- 15.2 **By Members.** These Bylaws may be amended or repealed, in whole or in part, by the affirmative vote of a majority of the members at any annual, regular or special meeting of the members called for that purpose, provided that notice of the proposed amendment is given in the notice of the meeting or notice thereof is waived in writing by all members.

Revised and Adopted May 15th, 2019