

BYLAWS OF THE OREGON INTERSCHOLASTIC SKI RACING ASSOCIATION

Article I. PURPOSE AND STRUCTURE

Section 1.01 The purposes of the Oregon Interscholastic Ski Racing Association (OISRA) are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of The Oregon Interscholastic Ski Racing Association include the following:

(1) To provide a team and individual ski race format of interscholastic Alpine competition among high school students in the state of Oregon.

(2) To promote a spirit of sportsmanship and provide equitable participation opportunities for high school students.

Section 1.02 OISRA is structured in a federation-type model, with the Board appointed by Leagues, which are the official competition sanctioned structure within a geographic area as described and defined by Association policies. The obligations, liabilities, rights, membership, and responsibilities of the leagues shall be defined by Association policies. The Leagues shall be separately incorporated from OISRA and have their own federal 501(c)(3) status. The assets of each League remain the property of that League and not of OISRA.

Article II. VOTING MEMBERS

Section 2.01 Qualifications of Voting Members. Voting Membership shall automatically confer on every full member coach who is the “Designated Head Coach” for at least one full team comprised of a minimum of three members of the same gender who are enrolled at the same “High School.” The head coach may be designated by a school, a parent group, or a community club (with OISRA’s approval); all students enrolled at the same high school must have the same designated head coach. Each full member coach shall be able to cast one vote for every school where the students he or she coaches on a full team are enrolled. Further, they shall continue to serve consecutive terms with no limit until they no longer satisfy the qualifications as described above, so long as the member has not resigned or been suspended or removed. “Designated Head Coaches” and “High Schools” shall be defined in OISRA policies.

Section 2.02 Powers of Voting Members. Voting members have the power to elect and also to remove the members of the Board of Directors of OISRA and to vote on any amendments to the bylaws or articles which would alter the qualification, selection, removal, obligations, rights or powers of the voting members, and to vote on any other matters properly put before them by the Board of Directors. Voting Members do not have the power to make binding or enforceable decisions on matters reserved for the Board of Directors, including adopting budgets, authorizing expenditures, setting policies, or determining OISRA’s programs and activities.

Section 2.03 Records of Members. The secretary shall ensure that the organization maintains a current, formal, alphabetical record of the names, email addresses, dues payments and status of voting members (and non-voting members.)

Section 2.04 Dues. There shall be annual dues required for voting membership. The Board of Directors may by resolution set or alter the amount of membership dues for voting members. See “Dues and Fees” in the OISRA Policies.

Section 2.05 Selection and Tenure of Voting Members. Full membership shall be conferred automatically on any coach that satisfies the “Qualifications” below and pays any required dues.

Section 2.06 Suspension or Removal of Voting Members. A voting member's voting privileges will be suspended if their dues are delinquent and may be reinstated if payment of the overdue dues is received. A voting member may be expelled by the voting members for serious misconduct which adversely affects the interests or reputation of the corporation. Before the voting members can suspend or remove a voting member there must be not less than fifteen (15) days prior written notice of the suspension or expulsion, to the voting member(s), giving the reasons therefore. Further, there must be an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension or removal by the voting members, or by a person or persons authorized to decide that the suspension or removal not take place.

Section 2.07 Resignation of Voting Members. Any voting member may resign at any time by sending or delivering a written resignation to the Secretary of the Corporation.

Section 2.08 Quorum for Voting Membership Meetings. A quorum will consist of the presence or participation by conference call, web meeting or return of ballot vote of at least fifty percent (50%) of the votes allowed to voting members, plus one vote.

Section 2.09 Decision-Making by Voting Members. The affirmative vote of at least a majority of the votes allowed to voting members present in person or by conference call at a properly called meeting, for which a quorum has been achieved, is necessary and sufficient to make decisions or pass resolutions by the voting members, unless a greater proportion is required by Articles, Bylaws or laws. All decisions require a clearly stated motion, a second, and a vote. All motions which are successfully adopted must be recorded in the written minutes.

Section 2.10 Proxy Voting. Proxy voting will not be allowed at any meeting of the voting members or as part of reaching any decision by the voting members.

Section 2.11 Voting by Ballot via Mail or E-mail. Unless otherwise prohibited or limited by the Articles, Bylaws or laws, any action which may be taken at any annual, regular or special meeting of the voting members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, e-mail, or other electronic process as allowed by law. The written ballot will:

- (1) Set forth each nominee by "first and last name" and the League or Office of their nomination or a proposed action;
- (2) Provide an opportunity to vote for each board position or for or against each proposed action;
- (3) The number of responses needed to meet the quorum requirements;
- (4) State the percentage of approvals necessary to approve each matter;
- (5) Specify a reasonable time by which the ballot must be received by the Corporation in order to be counted; and
- (6) The instructions for delivery of completed ballots.

Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Voting members may be provided the option to deliver their completed

written ballot in person at an annual, regular, or special meeting and such delivery shall be considered a vote by written ballot governed by this Section of the Bylaws. The vote is limited to the subject specified on the ballot.

Section 2.12 Tabulation of Votes. Votes shall be counted by the Secretary and then verified by the current Board President. If any discrepancies are discovered, the Board President shall investigate with the goal of ensuring that each voting member's votes are accurately obtained and counted. In the event of any dispute, the President of the Board may appoint a committee of disinterested Board members to review the votes, verify the count and conduct any investigations necessary.

Section 2.13 Annual Voting Membership Meeting. It will be held during the OISRA Spring meeting at a time and location determined by resolution of the voting members or by the Board of Directors.

(1) Meeting Notice. Written notice of the Annual Meeting must be sent by first class mail, email, or other electronic process as allowed by law, as directed by the individual member, to all voting members entitled to receive notice, at the address, e-mail, or fax number provided by the member or as it appears in the corporate records, at least 15 days in advance of the meeting. In addition, a notice must be posted on the organization's website at least one week in advance, of any meeting of the voting members.

(2) Meeting Reports. At the annual meeting voting members will hear and consider reports from the Board of Directors, officers and staff concerning the activities, management and budget of the corporation. Voting members will then vote on any matter for which proper notice was given. Voting will be by secret ballot if any person so requests. If elections or any other matter normally conducted at the annual meeting is instead decided by ballot under these bylaws, the results of any such balloting may be announced at the annual meeting. The failure to hold an annual meeting does not affect the validity of any corporate action.

(3) Processing Ties. In the event of a tied vote, the candidates with the tied vote will first be asked if one wants to withdraw. If neither candidate wants to withdraw, then the vote is announced as a tied vote and the members are asked to vote for one of the two candidates who have a tied vote. If the tie-breaking vote comes in as a tie, then the current Board President shall toss a coin to determine a decision.

Section 2.14 Other Voting Membership Meetings.

(1) Regular Meetings. The corporation may hold a series of regular meetings of the voting members at times and locations set by the Board of Directors. A single notice sent by first class mail, e-mail, or other electronic process as allowed by law, as directed by the individual voting member, at least seven days in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

(2) Special Meetings. Special Meetings of the voting members may be called by the President, by the Board of Directors, or by a quorum of the voting members. Notice for a special meeting must be mailed by first class mail, e-mail, or other electronic process as allowed by law, as directed by the individual voting member, at least seven days in advance of the meeting and

must specify the purpose(s) for which the meeting is called. Only the business for which a Special meeting is called may be considered at the meeting.

Notice in Organization's Website. In addition, a notice must be posted on the organization's website at least one week in advance, of all meetings of the voting members.

Section 2.15 Meetings Content of Notice. The notice must contain the date, time, location, and when required, the purpose of the meeting. Notices of Special meetings always require a statement of the purpose(s) for which the meeting is called. If amendments to the Bylaws or the Articles of Incorporation will be considered, the notice must state this fact and either the exact wording or a summary of the amendments to be considered must be included with the notice.

Section 2.16 Meetings Waiver of Notice. Any voting member may waive the right to receive full advance notice of any meeting. Waivers of notice will be in writing, signed by the person entitled to notice, and will be given to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a voting member at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting.

Section 2.17 Record Date. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a member's meeting will be the date of the meeting.

Article III. ASSOCIATE MEMBERS

Section 3.01 Associate Members. The Oregon Interscholastic Ski Racing Association may have NONVOTING MEMBERS, also known as Associate Members.

(1) Associate members shall be comprised of coaches that coach only teams of two or less racers of either gender enrolled at the same school.

(2) Designated Head Coaches who supervise ONLY students who attend schools from border states (California, Washington, Nevada, and Idaho), will be associate members

(3) Designated Head Coaches who supervise ONLY students who attend online schools are associate members.

(4) OISRA Helper Coaches who work under the supervision of a designated head coach are associate members.

(5) OISRA Certified Coaches who are not designated head coaches for a team are associate members.

Section 3.02 Rights and Obligations of Associate Members. The Board of Directors may by resolution establish categories of associate membership and determine any dues, obligations and privileges of members in those categories. The associate members will not have the power to vote on the election of Directors, or to participate in a binding vote on any corporate matters.

Article IV. BOARD OF DIRECTORS

Section 4.01 Duties of the Board. The Board of Directors will establish the corporation's policies and review and change them as necessary, oversee its programs and activities, supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper

management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The role of the Board does not include direct management or conduct of the daily operations of the organization.

Section 4.02 Qualifications of Directors and Composition of the Board. Each league (a league must consist of at least one full team) shall elect and present one member representative from their league for a Board position.

Nominees for the Board officer positions of a President, Vice President, and Commissioner may come from any League.

Section 4.03 Nomination of Candidates for the Board of Directors

(1) Nominations of candidates for the President, Vice President and Commissioner may be made by any voting member, director, or officer.

(2) Nominees for the Board of Directors must be affiliated or involved with a league or a team, as a coach, advisor, parent, director, officer, or representative.

(3) A call for nominations will be sent to voting members within two weeks following the State Championships and prior to the Spring Meeting. The call for nominations may be sent by mail, email or any other means that the Board of Directors reasonably feels will reach all voting members. Email will be used in most cases. The call for nominations must include the deadline for submissions.

(4) Nominations must be made in writing (via mail or email) and contain the name, telephone number and email address of nominee. All nominations must be received by the Executive Director or Secretary, as stipulated in the call for nominations, 14 days prior to the Spring Meeting. After the deadline for submissions as has passed, each nominee shall be contacted to confirm whether that person consents to be a nominee and, if elected, serve as a member of the Board of Directors. No nominee will be included on the ballot without his or her consent to be a nominee.

Section 4.04 Number of Directors. The Board of Directors must consist of a member from each active league plus the positions of President, Vice President and Commissioner. The Membership may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may appoint new directors at that same meeting or at a later time to fill the newly created positions.

Section 4.05 Terms of Directors. Directors from each of the leagues will serve annually. President and Commissioner shall serve 2 year terms staggered from the Vice President who will also serve 2 years. Notwithstanding the foregoing, Directors will remain in office until they formally resign, are removed from office, or their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 4.06 Elections. The election shall take place at or before the spring general meeting of the Board of Directors. In accordance with these bylaws and applicable state law, voting members may cast their votes by postal mail, email, or other electronic process. The Board may adopt one

or more policies governing the process for nominating candidates for the Board and for delivery of ballots under these bylaws and applicable laws.

(1) Board members shall begin their term of office immediately upon announcement of selection provided by the Board to the membership.

Section 4.07 Removal of Directors. A Board Member, Officer, or the Commissioner may be removed by a majority of the votes allowed to the Membership.

Section 4.08 Resignation of Director, Officer or Commissioner. A Board Member may resign at any time. The resignation of a Board Member must be in writing and be delivered to the Board, its presiding officer or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 4.09 Filling Vacancies. Should a League elected board member position have a vacancy, the said league shall replace their board representative as soon as possible.

Member elected positions may be replaced by the Board by a majority vote to fill any vacancies. A candidate elected to fill a vacancy will serve only until the next regular election of directors, at which time she or he must be elected by the voting members in order to remain a Board Member.

Section 4.10 Conduct of Board Members. Board Members must discharge their duty of loyalty and their duty of diligence in good faith with the care that an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Board Member reasonably believes to be in the best interest of the corporation.

Section 4.11 Quorum. At all meetings of the Board of Directors, the presence or participation by phone of a quorum is necessary to allow the transaction of corporate business or the making of corporate decisions. A quorum consists of at least a majority of the number of Board Members (including Officers and the Commissioner) in office immediately before the meeting begins.

Section 4.12 Decision-Making and Voting. Board Members must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any Board Member may request and require that a vote be taken instead. The affirmative vote of at least a majority of all the Board membership or participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these bylaws.

(1) All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. The President will only vote to break a tie. At the request of any Board Member, the names will be recorded in the minutes of each Board Member who voted for, voted against, or abstained on a particular motion.

Section 4.13 No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 4.14 Telecommunication and Electronic Meetings. Meetings may be held or individual Directors may participate in meetings by telephone, video conferencing, Internet-based communication, or other method, so long as all participating Board of Directors may simultaneously hear and speak with each other. A Board Member participating in such a meeting is deemed present for purposes of a quorum and voting.

Section 4.15 Decisions by Email. Voting by email is authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Directors may be made by email without a meeting if:

- (1) The Corporation has a record of all Directors email addresses; and
- (2) The Corporation maintains a copy of the announcement and a record of the Directors' votes with the corporate records. Electronic signatures, whether from the email address of the Director's address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

Section 4.16 Authorization of Announcements. The Board President, Secretary, Executive Director, or their designees, are all authorized to send electronic announcements for a vote to the entire Board of Directors. The electronic announcement shall be sent to each Director at the email address stored in the corporate records and shall include:

- (1) A description of the action to be taken;
- (2) A deadline to respond with a vote which may not be less than forty-eight (48) hours;
- (3) A statement that a Director may change their vote any time prior to the deadline; and
- (1) An effective date if the action is intended to be effective at a date which is later than the deadline date. Voting by electronic mail does not require a second.

Section 4.17 Affirmative Vote. The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action are required by law, the Articles of Incorporation, or these Bylaws.

Section 4.18 Meetings: The Board must meet at least two times per year, once in the Spring following the close of the racing season and once in the Fall, prior to team, coach and athlete registration. Robert's Rules of Order may be consulted for guidance but shall not be binding.

Section 4.19 Notice of Meetings. Notice must be given to every Director of the Board for every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if required by law or these Bylaws. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail or e-mail to an address provided by the individual Director.

Section 4.20 Regular meetings. After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice shall be required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors. An effort should be made to post notice on the organization's website in advance of all meetings of the Board.

Section 4.21 Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the full notice of that meeting.

Section 4.22 Authority of Directors. No Director may speak or act on behalf of the Corporation without specific authorization by the Board of Directors to do so.

Article V. OFFICERS AND STAFF

Section 5.01 Officers. The officers of The Oregon Interscholastic Ski Racing Association must carry out the policies and decisions of the Board of Directors as directed by the Board. The officers must include a President, Vice-President, Secretary, Treasurer and Commissioner. The President, Vice-President, and Commissioner will serve as members of the Board of Directors and are voted to office by the Membership. The secretary and treasurer are not members of the Board and are appointed positions. The Board may also create other non-board member officer positions as desired and establish the duties and procedures filling those offices. The same person may not hold the offices of President and Secretary at the same time, but the same person may hold any other two offices. Officers who are not members of the Board of Directors have no right to vote on Board decisions.

Section 5.02 Removal. Any officer of staff appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the officer so removed. The person being considered for removal has no vote in the process of removal.

Section 5.03 Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the Directors in office, may elect an officer to fill such a vacancy. The elected officer will hold office for the remaining portion of the term of that office.

Section 5.04 President. The president is the principal officer of the corporation and will, in general, supervise or oversee the supervision of all of the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The president will also perform other duties as may be assigned by the Board of Directors. The president has the authority to sign contracts as directed by the Board of Directors. The president may serve as an ex-officio, non-voting member of any committee.

Section 5.05 Vice-President. In the absence of the president or in the event of the president's inability to act, the vice-president will perform the duties of the president. The vice-president, when acting as president, will have all the powers of and is subject to all the restrictions on the president. The vice-president shall serve as a member on the State Championship Race Committee (SCRC). The vice-president will also perform other duties assigned by the Board of Directors.

Section 5.06 Commissioner. Generally the Commissioner should be considered a liaison between the Leagues and the Board. He/she should interpret Policies and Race Rules which have been adopted by the Board. Where possible, such decisions should be taken in consultation with members of the Board. In any case, such decisions and rulings will be subject to ratification or modification by the Board and final approval of the Board when required by law or deemed appropriate by the Board.

(1) A primary function of the office of Commissioner is to oversee and guide the Alpine State Championships. The Commissioner will act as the Principle of the State Championship

Race Committee (SCRC). In addition he/she will oversee any dispute or protest of the Alpine State Championship race results.

(2) The Commissioner may appoint special committees, authorize payment of expenses within the Board-adopted Budget, and otherwise act on a day-to-day basis on behalf of the Board.

(3) He/she shall be responsible for keeping the Board informed of any actions or concerns, which may arise.

Section 5.07 Secretary. The secretary will perform or oversee the performance of the following duties:

(1) Record and keep the minutes of the meetings of the members and of the Board of Directors and of any Board committees, in one or more books provided for that purpose;

(2) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(3) Be custodian of the corporate records;

(4) Keep a register of the contact phone number and email address of each voting member as provided by such member;

(5) Ensure that all required state and federal reports are prepared and filed in a timely fashion; and

(6) Perform or oversee all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 5.08 Treasurer. The treasurer will perform or oversee the performance of the following duties:

(1) Be responsible for the proper management and control of all funds of the corporation;

(2) Prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation;

i. Present reports at every Board meeting on the financial affairs of the corporation; and

ii. Provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation.

(3) The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 5.09 Executive Director and Staff. The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Executive Director cannot be a member of the Board. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis, based on the Executive Director's actions during the prior year. The Executive Director has the authority to sign contracts as directed by the Board of Directors. Unless the Board determines otherwise, the executive director will have the power, subject to the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. Duties of any Executive Director or any staff are further explained in the OISRA Policies.

Article VI. COMMITTEES

Section 6.01 Establishment. The Board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, must state whether it is a "Board" committee or a "non-Board" committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work.

The Board of Directors must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section 6.02 Board Committees. The Board may establish "Board" committees to which are delegated part of the power of the whole Board to authorize expenditures, adopt budgets, set policy, establish programs or make other decisions for the corporation. Such committees must be established by the affirmative vote of a majority of all directors then in office. Board committees must consist of two or more directors.

Section 6.03 Non-Board Committees. The Board may establish "non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Board of Directors.

Section 6.04 Committee Members. The Board will appoint the members of every Board committee. Members of non-board committees may be appointed by the President of the Board or the Chair of the non-Board committee or any other method approved by the Board. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 6.05 Chair. One member of each Board committee must be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the President or the members of the committee, subject to later confirmation by the Board. One member of each non-Board committee must be selected or appointed chair by a process approved by the Board.

Section 6.06 Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the full Board; and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 6.07 Limitations on Powers. No committee may a) elect, appoint or remove any officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d)

amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; e) authorize the payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers.

Article VII. MISCELLANEOUS PROVISIONS

Section 7.01 Compensation of Directors. No member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board as defined in these bylaws. However, the corporation may pay compensation to members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Members of the Board of Directors may receive reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

Section 7.02 Conflict of Interest. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to any member of the Board or to a member of a director's family. All transactions involving conflicts of interest must be approved using the following procedures:

- (1) Conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by staff, the executive director, or by a committee.
- (2) Directors who have a conflict of interest in any matter must:
 - i. Declare the existence of any direct or indirect conflict of interest, and
 - ii. Disclose its nature on the record, and
 - iii. Abstain from voting on that matter. The minutes must record this to show that it was done.
- (3) The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes.
- (4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction. All Directors must sign a disclosure of all conflicts of interest, and update it if that disclosure needs to be changed.

Section 7.03 Tax Year. The tax year of the corporation is May 1 – April 30.

Section 7.04 No Discrimination. The Oregon Interscholastic Ski Racing will not illegally discriminate against any person, and will strive to include and where possible to accommodate all interested persons, regardless of their ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 7.05 Policies. The Board shall, as soon as reasonably possible, adopt and implement, and update as necessary, policies to guide the Corporation's programs, activities, administration, and operations.

- (1) Administrative Policies
 - i. Document Retention and Destruction

- ii. Conflict of Interest and Annual Disclosure
- iii. Whistleblower
- (2) Financial Policies**
 - i. Travel Expense Reimbursement
 - ii. Finance and Budget
 - iii. Internal Financial Controls
- (3) Safety and Risk Management Policies**
- (4) Fundraising Policies**
- (5) Ethics and Transparency Policies**

Section 7.06 Annual Financial Review. The Board must require the performance of an annual financial review which must involve the services of a trusted person with bookkeeping or accounting skills and knowledge, and which does not rely upon the services of the person who does the financial bookkeeping for the organization, or the person(s) who sign the checks for the organization. This financial review need not be formal, but must at least review and reconcile the checkbook entries, bank statements, deposit slips, receipts and expense documentation. The Board of Directors may authorize a full formal audit as necessary.

Article VIII. AMENDMENTS

Section 8.01 Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of the entire Board of Directors at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. However, approval by two thirds of all the Voting Members is also required for any amendment that alters the powers, rights or obligations of the Voting Members, or that alters the process for the selection or removal of Voting Members or Directors. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of The Oregon Interscholastic Ski Racing Association, as duly adopted by the Board of Directors on this 22nd day of August, 2022.

Signed this ____ day of _____, 2022.

Virginia Martin

Secretary

(Signed Copy Attached)

- ii. Conflict of Interest and Annual Disclosure
- iii. Whistleblower

(2) Financial Policies

- i. Travel Expense Reimbursement
- ii. Finance and Budget
- iii. Internal Financial Controls

(3) Safety and Risk Management Policies

(4) Fundraising Policies

(5) Ethics and Transparency Policies

Section 7.06 Annual Financial Review. The Board must require the performance of an annual financial review which must involve the services of a trusted person with bookkeeping or accounting skills and knowledge, and which does not rely upon the services of the person who does the financial bookkeeping for the organization, or the person(s) who sign the checks for the organization. This financial review need not be formal, but must at least review and reconcile the checkbook entries, bank statements, deposit slips, receipts and expense documentation. The Board of Directors may authorize a full formal audit as necessary.

Article VIII. AMENDMENTS

Section 8.01 Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of the entire Board of Directors at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend or repeal the Articles of Incorporation or the Bylaws. However, approval by two thirds of all the Voting Members is also required for any amendment that alters the powers, rights or obligations of the Voting Members, or that alters the process for the selection or removal of Voting Members or Directors. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing bylaws constitute the bylaws of The Oregon Interscholastic Ski Racing Association, as duly adopted by the Board of Directors on the 22 day of August, 2022.

Signed this 22 day of August, 2022.

Virginia Martin
Secretary Virginia Martin