

THREE RIVERS SKI LEAGUE

Bylaws

ARTICLE I : GENERAL PROVISIONS

Section 1.1 Purpose

The *Three Rivers Ski League* is a public benefit nonprofit Corporation and is not organized for the private gain of any person. It is organized under the Oregon Nonprofit Corporation Act, exclusively in order to provide a team ski race format of competition between its member high schools and other leagues in the State of Oregon. Its goals include promoting a spirit of sportsmanship and providing a ski racing athletic competition among the youth of its member schools and clubs in a format that meets all participant levels. Its objects include conducting alpine competition and to support and develop amateur athletes for such competitions. The Corporation shall not discriminate against any person on the basis of race, gender, color, national origin, or religion. These Bylaws are intended, in case of conflict, to control and have precedence over any other rules the League may now have or in the future adopt.

Section 1.2 Members

The Corporation shall have no members, but shall be governed by a Board of Directors and its Executive Committee in accordance with the provisions of these Bylaws and with the provisions of its Articles of Incorporation. The high schools participating in the Three Rivers Ski League (“League”) are drawn from the Portland metropolitan area. Each school participating in the League shall each have a coach and a parent representative, which may be the same person. Each participating school that has at least one team, consisting of at least three athletes of the same gender registered with the Alpine Division of the OISRA, shall be considered a “Voting School” and shall be entitled to a seat on the League’s Board of Directors; a participating school that does not have at least one team shall be considered an “Associate School” and shall not be entitled to a seat on the League’s Board of Directors.

Section 1.3 Admission of New Participating Schools

A high school which wishes to become a new participant in the League shall make application to the Executive Committee by November 1st or by waiver thereafter.

ARTICLE II : BOARD OF DIRECTORS

Section 2.1 Directors

The affairs of the Corporation shall be managed by a Board of Directors numbering not less than five (5) and not more than the number of high schools paying dues to and participating in the League in any year. Each participating school shall be represented by its head coach (or, in the absence of a head coach, the school’s parent representative). The representative of each Voting School shall also serve as that school’s Director.

Section 2.2 Term of Office

Directors shall hold offices until the adjournment of the annual meeting of the Board of

Directors for the year following their appointment or until their respective successors are appointed.

Section 2.3 Annual Meeting

Unless otherwise directed by resolution of the Board of Directors, annual meetings of the Board shall be held each year at a place within the Portland metropolitan area. The place, time, and date shall be selected by the President.

Section 2.4 Other Meetings

League Meetings are Special Meetings of the Board. Special meetings of the Board of Directors, including League Meetings, may be called by resolution of the Board of Directors or by the President, or by any two Directors. The time and place of the meeting shall be set by such resolution or by the person or persons calling the meeting. Special meetings of the Board of Directors may be conducted by telephone conference or other similar communication equipment.

Section 2.5 Notice

Notice shall be given to each Director in person, by email, by telephone, or by posting on the League website, at least 48 hours in advance of the meeting. No notice of a meeting of the Board of Directors need be given to any Director who calls or gives notice of such meeting, or who was present at the meeting where the resolution of the Board sets the time and place of such meeting. Attendance at a meeting shall constitute waiver of notice of such meeting.

Section 2.6 Quorum

Two-thirds of the number of Directors in office immediately before any meeting begins shall constitute a quorum for the transaction of business, except to adjourn as provided for in Section 2.7, provided however that any change to Standard Operating Procedures and Rules shall be approved by at least two-thirds of the Directors in office in order to take effect. Except as otherwise provided in this Bylaws, a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. A coach who serves as Director for multiple Voting Schools shall be considered to hold multiple Directors' seats for purposes of establishing a quorum.

Section 2.7 Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 2.8 Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than 24 hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.

Section 2.9 Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consent shall be filed with the minutes of the proceedings of the Board.

Section 2.10 Participation by Proxy

Any Director who does not attend a Board Meeting shall be deemed to have granted his/her proxy to their assistant coach, or if no assistant coach is present, then to the school's Parent Representative; however, by advance notice to the President, any Director may reserve to themselves the right to vote at any meeting or upon any issue. A Director may file with the Secretary a blanket proxy which authorizes a parent or coach to act in the absence of the Director.

Section 2.11 Removal

At any meeting of the Board of Directors, any Director may be removed as such, with or without cause, by majority vote (excluding vacancies and the Director to be removed) of all Directors. Notice that such business is one of the purposes of the meeting shall be given in advance to each Director in the same time and manner as provided for notice of meetings. If a Director is removed, the Director shall be ineligible to represent the participating high school or act as its coach, and the successor representative by that participating high school shall be appointed to the Board of Directors, who shall thereafter be approved or replaced by the affected school.

ARTICLE III : OFFICERS

Section 3.1 Principal Officers

A President, Vice President, Secretary, Treasurer and Head Parent Representative shall be the principal officers of the Corporation and shall serve as voting members of the Executive Committee.

Section 3.2 Election

Each of the League's Officers, except the the Head Parent Representative, shall be elected at the League's Annual Board Meetings by a majority of the Directors participating at the Meeting. The Head Parent Representative shall be elected at the League's Annual Board Meeting by a majority of the Team Parent Representatives participating in the Meeting.

Section 3.3 Duties and Special Qualifications

The officers of the League and their representative duties shall be as follows:

Section 3.3.1 President:

The President shall serve as the chief executive of this Association, chairman of the Executive Committee, and act as representative of this Association in all dealings with the OISRA. He/she shall attend the annual OISRA meeting with the President-elect, preside at League meetings, rule on procedure and jurisdiction, summarize decisions, appoint special committees and shall serve as a member of the Finance Committee. The President shall be a head coach of a member school. Should the President be unable to participate in an OISRA meeting, she/he may authorize another League head coach to participate in his/her stead.

Section 3.3.2 Vice President:

The Vice President shall perform the duties of the President in the absence of the President or in the event of his/her death, inability or refusal to act, and shall assume such other duties as may be delegated to him/her by the President. He/she will be responsible for the distribution of coaching news, clinics and initiating clinic programs for the upgrading of the coaching in the League and shall be a member of the Finance Committee

Section 3.3.3 Secretary:

The Secretary shall record the minutes of all meetings of the League and be responsible for the distribution of copies of said minutes to each school in the League; see that all notices are duly given in accordance with the Constitution and Bylaws; be custodian of the League racing records; distribute a roster of coaches' names and schools participating to the League not than November 1st; and be a member of the Finance Committee.

Section 3.3.4 Treasurer:

The Treasurer shall be custodian of the League business records, funds and securities. Receive and give receipts for money due and payable to the League, and deposit such money, in the name of the League, in such banks, trust companies or other depositories as the membership may select. Disburse funds of the Association as directed by the Finance Committee, serve as chairman of the Finance Committee to prepare a budget for presentation at the fall meeting, and insure that OISRA dues are received by the OISRA no later than December 1st.

Section 3.3.5 Head Parent Representative:

The Head Parent Representative shall assume such duties as may be delegated to him/her by the President or Vice-President. The Head Parent Representative shall represent the parents of the League in all matters relating to the financial and judicial operations of the League and to monitor the performance of the coaches.

Section 3.4 Qualifications

All officers of the Corporation shall be residents of the greater Portland metropolitan area who are recognized by the Corporate Board as supportive of the purposes of the Corporation.

Section 3.5 Term

Officers shall serve two-year terms or until their respective successors are elected, or appointed, and qualified.

Section 3.6 Removal of Officers

Any officer may be removed from office, with or without cause, by a majority vote of the Directors at any meeting of the Board of Directors. Notice that such business is one of the purposes of the meeting shall be given in advance to each Director in the same time and manner as provided for notice of meetings.

ARTICLE IV : COMMITTEES

Section 4.1 Executive Committee

Section 4.1.1 Composition The Executive Committee of the Corporation will consist of the President, Vice President, Secretary, Treasurer and Head Parent Representative.

Section 4.1.2 Participating by Proxy If a representative is unable to attend a meeting of the Executive Committee, he/she may authorize another member of the Executive Committee to attend and vote in his/her behalf by filing written proxy which is issue specific with the Secretary or with the President.

Section 4.1.3 Authority of Executive Committee

Section 4.1.3.1 The powers of the League shall be vested in the Executive Committee unless expressly reserved by the Board of Directors to itself.

Section 4.1.3.2 The Executive Committee shall interpret the Constitution and By-laws, shall conduct all business and determine policy of the Corporation, and shall serve as the final arbiter in disputes over rights arising under these Bylaws and the Articles of Incorporation, in the absence of Board action

Section 4.1.3.3 The Executive Committee has the power to enforce its decisions by suspension of schools or individual members. Its rulings shall be binding and final, subject only to review at the option and in the sole discretion of the Board of Directors.

Section 4.1.3.4 The Executive Committee may amend the Standard Operating Procedures and Rules and Regulations by an affirmative unanimous vote of its members, which shall be subject to review and ratification by the Board of Directors at its next regular meeting.

Section 4.2 Finance Committee

The finance committee shall oversee and control the League's finances, subject to the budget and Board of Directors.

Section 4.3 Other Committees

The Board of Directors may appoint such other committees as may be necessary periodically, consisting of such number of members and having such powers as the Board may designate consistent with these Bylaws and the laws of the State of Oregon. Any committee appointed by the Board of Directors shall hold office at the pleasure of the Board of Directors and may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby.

ARTICLE V : VOTING

Section 5.1 Voting Rights

Each Voting School shall be entitled to one vote, cast by its Director. Where a coach represents more than one Voting School, he or she shall be entitled to cast one vote for each Voting School.

Section 5.2 Majority Vote

A majority of votes cast in person or by proxy shall decide all questions unless a greater voting requirement is stipulated in the Bylaws. The chairman of the meeting shall cast the deciding vote in cases of a tie.

ARTICLE VI : DISSOLUTION

Section 6.1 Decision to Dissolve

The dissolution of the Corporation may be authorized at a meeting of the Board of Directors upon the

adoption of a resolution to dissolve by two-thirds majority of the votes of the Directors in office.

Section 6.2 Payment of Liabilities and Distribution of Assets

Upon dissolution, all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefore and then the remaining assets shall be liquidated and distributed to an educational institution (or institutions) which has established a tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The exact identity of such organizations shall be determined by the Board of Directors at the time of dissolution.

ARTICLE VII : AMENDMENTS

Section 7.1 Bylaws

The Bylaws of the Corporation may be amended or revised at any meeting of the Board of Directors by two-thirds majority of the votes of the Directors in office. Notice that such business is one of the purposes of the meeting shall be given in advance to each Director in the same time and manner as provided for notice of meetings.

Section 7.2 Articles of Incorporation

An amendment to the Articles of Incorporation of the Corporation shall require the same vote and notice as an amendment to the Bylaws.

Section 7.3 Standard Operating Procedures and Rules

Amendments to the Standard Operations Procedures and the Rules and Regulations may be made by unanimous vote of the Executive Committee. Such amendments shall take effect when announced at a coaches' meeting, shall be mailed by the Secretary in written form to all officers, Directors, and race officials within seven (7) days, and shall remain in effect until ratified or rejected or changed by two-thirds majority of the votes of the Directors in office.