

BYLAWS

**BYLAWS
OF
MEADOWS AMATEUR SKI RACING ASSOCIATION**

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OF

MEADOWS AMATEUR SKI RACING ASSOCIATION

ARTICLE 1.

GENERAL PURPOSES

The general purposes of the Meadows Amateur Ski Racing Association (the “Association”) shall be:

1. To provide ski racing programs, instruction and coaching;
2. To foster and conduct ski racing competitions including events sanctioned by the United States Ski Association; and
3. To otherwise promote charitable, religious, educational and scientific purposes to the extent permitted under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax law);

in each case to the extent permitted by the Association’s Articles of Incorporation.

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BOARD OF DIRECTORS

Section 2.1. Number and Qualification of Directors. All the powers and authority of the Association shall be exercised by or under the authority of, and the affairs of the Association shall be managed under the direction of a Board of Directors, (the "Board") which shall consist of not less than three (3) persons and not more than twenty-one (21) persons. The actual number of directors shall be as fixed from time-to-time by resolution adopted by the Board of Directors.

Section 2.2. Election of Directors. Persons may be nominated to serve as Directors of the Association by the President, any two (2) Directors or any five (5) persons interested in the activities of the Association who are in attendance at any meeting at which Directors are to be elected. All nominees must consent, either verbally or in writing, to having their names placed into nomination. Persons nominated to serve as a Director must be elected by a majority vote of the Directors present at a regular, annual or special meeting of the Board at which a quorum exists and upon their election shall serve a term continuing until the next annual meeting of Directors and the election and qualification of their successors in office, subject to earlier resignation or removal in accordance with Section 2.11 below.

Section 2.3. Annual Meeting. An annual meeting of the Board shall be held during the month of June of each year. The President shall designate the specific date, place and time for such meeting. If the annual meeting is not scheduled or held in June of any year, the annual meeting shall be held on a date and at a place and time as specified by not less than five (5) members of the Board.

Section 2.4. Regular and Special Meetings. The Board shall hold regularly scheduled monthly meetings on such dates as the President shall determine. Special meetings of the Board may be called by the President or any three Directors.

Section 2.5. Notice of Meetings. The Secretary shall, at least two weeks prior to the annual meeting, give each Director written notice of the date, place and time of the annual meeting and cause the date, place and time of the annual meeting to be announced in newsletters or other publications which may generally be provided to persons who are likely to be interested in the activities of the Association. Notice of regular or special meetings shall be given Directors as the Board may, from time to time, determine; provided that written notice stating the purpose or purposes of the meeting shall be given to each Director at least 48 hours prior to any regular or special meeting at which the Board will be asked to consider approval of any amendments to the Association's Articles of Incorporation or to these Bylaws.

Section 2.6. Telephonic Meetings. The Board may permit Directors to participate in a meeting by any means of communication by which all of the persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting.

Section 2.7. Waiver of Notice. A Director may, at any time, waive any notice required by these Bylaws, the Articles of Incorporation or the Oregon Nonprofit Corporation Act. Except as otherwise provided in this Section, the waiver must be in writing, be signed by the Director, must specify the meeting for which notice is waived, and be delivered to the Association for inclusion in the minutes and filing in the corporate records. A Director's attendance at a meeting waives any required notice, 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.

Section 2.8. Quorum. The lesser of one-third of the number of Directors prescribed by these Bylaws or other action of the Board, or a majority of the number of Directors then in office shall constitute a quorum for the transaction of business.

Section 2.9. Voting. The act of the majority of the Directors present at a meeting at which a quorum is

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Section 2.9. Voting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise provided by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. A Director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless (i) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or to transacting the business at the meeting; (ii) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (iii) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting, except that this right to dissent or abstain is not available to a Director who at the meeting votes in favor of the action taken.

Section 2.10. Action Without Meeting. Unless otherwise provided by the Articles of Incorporation, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent, or written consents, describing the action taken is signed by each Director. A copy of all such consents shall be included by the Secretary in the minutes and filed with the corporate records. The action is effective when the last 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.

Section 2.11. Resignation or Removal of Directors. A Director may resign at any time by delivering written notice of such resignation to the President or Secretary of the Association. The Board may remove any Director with or without cause by the vote of a majority of the Directors then in office. A vacancy on the Board, for whatever reason, may be filled by the Board for the unexpired term.

Section 2.12. Powers of Board. The Board shall have sole responsibility for the exercise of all corporate powers of the Association and the property, business and affairs of the Association shall be managed by the Association's Program Director under the direction of the Board. During any times that the position of Program Director is vacant, the authority and responsibilities of that position shall be assumed by the Board, or upon action of the Board, an officer or committee of the Board. The Board shall designate one or more officers of the Association who shall have the power to sign all deeds, leases, contracts, mortgages, deeds of trust and other instruments and documents executed by and binding upon the Association. In the absence of a designation of any other officer or officers, the Program Director shall be the officer so designated.

Section 2.13. Attendance at Board Meetings. Meetings of the Board shall generally be open to any person who is interested in the activities of the Association. However, the President or, in the absence of the President, the presiding officer at the Board meeting, shall have the power to order the removal of any person who is disrupting the orderly conduct of business of the meeting. In addition, the Board, by majority vote of those in attendance, shall be entitled to go into executive session to consider any matter which the Board believes to be of a sensitive nature.

ARTICLE 3.

OFFICERS

Section 3.1. Composition. At the Annual Meeting of the Board or at any regular or special meeting of the Board, the Board shall elect from the Directors by a majority vote of the Directors present at any such meeting at which a quorum is present, the officers of the Association which shall consist of a President, a Vice-President, a Secretary and a Treasurer. The Board may also similarly elect such other officers and assistant officers and agents as it may deem necessary to have the authority and perform such duties as the Board may prescribe. All officers shall hold their office until the next annual meeting of the Board of Directions and the election and qualification of their successors in office, subject to prior resignation or removal.

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Section 3.2. President. The President shall be the principal corporate officer of the Association and shall preside at all Board meetings of the Association and shall prepare and distribute an agenda for each Board meeting. Unless otherwise provided by resolution of the Board, the Program Director shall report to the President. In the absence of the Program Director, the President shall sign such documents and instruments of the corporation as may be required by the Articles of Incorporation or these Bylaws and shall perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time. The President shall be an ex-officio member of all committees.

Section 3.3. Vice-President. The Vice-President shall act as an assistant to the President and shall perform the duties of the President in the absence of the President or in the event of the President's refusal or inability to act.

Section 3.4. Secretary. The Secretary shall keep the minutes and records of all the meetings of the Board and other official business of the Association. The Secretary shall give notice of meetings to the Board and shall perform all duties incident to the office of corporate secretary and such other duties as may be prescribed by the Board. The Secretary shall have on hand for reference at each meeting of the Board a copy of the Association's Articles of Incorporation and Bylaws, the agenda prepared for such meeting, the minutes of the previous meetings and a current list of all standing committees and their chairpersons.

Section 3.5. Treasurer. The Treasurer shall receive all monies of the Association and shall keep accurate books of account and make reports of financial transactions of the Association to the Board and shall perform all duties incident to the office and such other duties as may be prescribed by the Board. The Treasurer shall pay out funds of the Association only as authorized by the Board. Two signatures shall be required for checks that are \$100.00 or more. These signatures shall come from the President, Vice-President, the Secretary or the Treasurer.

Section 3.6. Resignation or Removal of Officers. Any officer may resign at any time by delivering written notice of such resignation to the President or Secretary of the Association. The Directors, at the annual meeting, any regular meeting or any special meeting called for that purpose, may remove any officer from office with or without cause by the vote of a majority of the Directors then in office. A vacancy in any office, for whatever reason, may be filled by the Board for the unexpired term.

Section 3.7. Compensation of Officers. Except as otherwise provided in a resolution adopted by the Board of Directors, the officers of the Association will serve without pay or other remuneration for their services.

ARTICLE 4.

COMMITTEES

Section 4.1 Committees and Appointments. The Board may designate standing and ad hoc committees which shall have such authority and responsibilities as may be delegated and assigned by the Board, provided that no committee shall have the power of the Board to bind the Association or to make expenditures of the Association's funds without the prior approval of the full Board of Directors or the concurrence of the President and Treasurer of the Association. Each committee shall consist of a chairperson appointed by the Board and such other persons who are interested in the activities of the Association and who volunteer to become involved in the activities of such committee. Any committee chairperson may resign at any time by delivering written notice of such resignation to the President or Secretary of the Association. The Directors, at the annual meeting, any regular meeting or any special meeting called for that purpose, may remove any committee chairperson from office with or without cause by the vote of a majority of the Directors then in office. A vacancy in the chair of any committee, for whatever reason, may be filled by the Board for the unexpired term. Standing committees

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will be inactive during any period in which the committee does not have a chairperson.

Section 4.2 Limitation on Powers of Committees. No committee shall have the authority to: (i) authorize distributions; (ii) approve the dissolution or merger of the Association or the sale, pledge or transfer of all or substantially all of the Association's assets; (iii) adopt, amend or repeal the Association's Articles of Incorporation or Bylaws; or (iv) take any other action prohibited by the Oregon Nonprofit Corporation Act or contrary to the policies or actions of the Board. Committee chairpersons shall report to the Board on the activities of their committees upon the request of the President or a Vice-President.

ARTICLE 5.

MEMBERSHIP

The Association may charge a membership fee in order for a person to be eligible to participate in a coaching or instructional program conducted by the Association or to persons who wish to pay such fee in order to maintain an affiliation with the Association. The amount of any such membership fee shall be as determined by the Board. However, such persons shall not be deemed to be "members" as such term is used in the Oregon Nonprofit Corporation Act and shall not be entitled to vote for election of Directors or have any of the other rights or obligations of a member under the Oregon Nonprofit Corporation Act.

ARTICLE 6.

INDEMNIFICATION

The Association shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including all appeals) by reason of or arising from the fact that the person is or was a director or officer of the Association, against all liabilities, claims, losses, expenses (including attorney's fees), judgments, fines, penalties, and amounts paid in settlement of such an action, suit or proceeding to the fullest extent permitted under the Oregon Nonprofit Corporation Act. In addition, the Association shall, to the fullest extent permitted under the Oregon Nonprofit Corporation Act, advance expenses incurred in such an action, suit or proceeding to any person entitled to indemnification under this Article provided that the person requesting such advance has first provided the Association with a written affirmation of the person's good faith belief that he or she is entitled to indemnification under this Article 6 and an undertaking to repay such advanced expenses if it is ultimately determined that the person was not entitled to indemnification by the Association.

ARTICLE 7.

AMENDMENTS

These Bylaws may be amended or repealed by the Board at any regular meeting or at any special meeting called for that purpose, provided that the notice of any such meeting shall state that the purpose, or one of the purposes, of such meeting is to consider a proposed amendment to these Bylaws accompanied by a copy or summary of the proposed amendment, or state the general nature of the amendment.

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SEVERABILITY

If any provision of these Bylaws is found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions shall not be affected.

ARTICLE 9.

PROGRAM DIRECTOR

Section 9.1. Appointment, Compensation and Removal. The Board may from time to time employ a person to serve as the Association's Program Director for such term as may be established by the Board subject to the Program Director's earlier resignation, removal or death. The Program Director shall receive compensation from the Association in such amounts as determined by the Board. The terms and conditions of the Program Director's employment with the Association should be set forth in a written agreement executed by an officer of the Association on the Association's behalf and by the Program Director.

Section 9.2. Authority and Responsibilities. To the extent permitted by the Oregon Nonprofit Corporation Act, all administrative and managerial authority and responsibilities for the day-to-day management of the property, business and affairs of the Association are delegated to the Program Director and the Board shall be relieved of such duties and responsibilities. In performing such duties, the Program Director shall act in accordance with the policies as adopted by the Board. The Program Director shall report to the President of the Association unless otherwise provided by resolution of the Board. Notwithstanding the foregoing, the Program Director shall have the sole responsibility for the hiring, establishment of compensation, discipline and dismissal of all employees of the Association. The Program Director shall annually submit a proposed budget for the Association to the Board for its approval. Provided that such expenditures are in accordance with an approved budget, the Program Director shall have the authority to incur expenses and liabilities on behalf of the Association. Expenditures outside of the approved budget must be submitted to and approved by the Board or an authorized committee of the Board prior to the expense or liability being incurred by the Program Director.

These Bylaws were adopted by the Board of Directors of Meadows Amateur Ski Racing Association at a regular meeting on June 19, 2000 and supercede all previously adopted Bylaws of the Association.

Signed by the Secretary of the Association: _____