



Cascadian Bowmen of Eugene

BYLAWS

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ARTICLE I. NAME and NON-PROFIT PURPOSE

Section 1.1. NAME

The name of this Corporation is Cascadian Bowmen of Eugene (“Cascadian Bowmen”). Cascadian Bowmen may establish logos, service marks, and trademarks to further its purpose and mission.

Section 1.2. NON-PROFIT PURPOSE

- a. Cascadian Bowmen is a nonprofit, mutual benefit organization with members, as defined in section 501(c)(4) of the Internal Revenue Code of 1986, as amended. Cascadian Bowmen is organized and operated primarily for the purpose of stimulating interest in the sport of archery in Lane County. It also organizes archery tournaments for the benefit, pleasure, and recreation of its members and the general public. Cascadian Bowmen is a non-profit corporation registered on May 27, 1955 and licensed under the laws of the State of Oregon.
- b. The property of this corporation is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Section 1.3. IRREVOCABLE DEDICATION AND DISSOLUTION

Upon the dissolution or winding up of Cascadian Bowmen, its assets and equipment remaining after payment, or provision for payment, of all debts and liabilities of Cascadian Bowmen, shall be distributed to a non-profit archery-related entity which is organized and operated for charitable purposes, or shall be distributed to the federal government, or to a state or local government for a public archery program or public purpose related to fostering the enjoyment of archery, preferably located in Lane County.

ARTICLE II. OFFICES

Section 2.1. PRINCIPAL OFFICE

The principal office for Cascadian Bowmen for the transaction of business is located at: 91714 Poodle Creek Road, Noti, in Lane County, Oregon.

Section 2.2. SUBORDINATE OFFICES

Branch or subordinate offices may be established at any time by the Board.

ARTICLE III. MISSION and PURPOSE

Section 3.1. MISSION

Cascadian Bowmen's mission is to foster, to direct, and to perpetuate the practice, skill, and sport of archery in all its forms in accordance with the high spirit and tradition of this ancient and honorable sport.

Section 3.2. PURPOSE

Cascadian Bowmen's primary purpose is to foster the sports of target, field, 3-D archery and bow hunting among people of all ages and abilities by providing practice facilities, leagues, and tournaments.

ARTICLE IV. MEMBERSHIP

Section 4.1. MEMBERSHIP

- a. Membership is open to any person who has an interest in learning, teaching, or participating in archery or legal bow hunting, regardless of age, sex, sexual orientation, citizenship, religion, race, ability or disability, or national or ethnic origin.
- b. Membership in Cascadian Bowmen is a privilege and creates with it certain obligations and duties.
- c. A member only has rights granted to a member under these Bylaws.
- d. "**Regular members**" are all individuals who are interested in participating in Cascadian Bowmen and who are immediate members of a paid household.
- e. "**Corporate members**" are individuals who are employed by a corporate sponsor which has paid the corporate member fee on behalf of the individual.
- f. "**Guest members**" are individuals who are accompanied on-site by a regular member age 18 or over or by a corporate member, and who has paid the Guest Fee.

Section 4.2. MEMBERSHIP REQUIREMENTS and DUES

- a. The Board of Directors may establish membership initiation fees, periodic dues and other assessments, and rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and proration or refund of dues and assessments, including complimentary memberships for the Board of Directors and certain non-voting administrative positions as the Board may designate.
- b. The Board of Directors may establish a mechanism for members to reduce their dues assessment through volunteer hours.
- c. A dues schedule and information regarding Cascadian Bowmen dues policy with respect to the various categories of membership shall be prepared in writing and made available to members from time to time as prescribed by the Board of Directors.
- d. Upon payment of full or pro-rated annual dues, membership will be granted for the time remaining in the membership year.

- e. The membership of any member who is more than three weeks in arrears in the payment of Cascadian Bowmen dues shall be terminated.
- f. A member may resign at any time. Resignation does not relieve the member from any dues obligations. All dues payments are non-refundable.
- g. Guest Members shall have no rights or privileges other than the right to shoot as a guest for a maximum of 2 Cascadian Bowmen range activities within a 12-month period (excluding public events and “open houses”). After 2 visits as a Guest, the individual must convert to a Regular Member.
- h. Members shall have no ownership rights or beneficial interests of any kind in the physical assets or land owned by Cascadian Bowmen.
- i. There is no limit on the number of dues paying members in Cascadian Bowmen.
- j. As required by ORS 65.224, Cascadian Bowmen shall keep an alphabetical membership list containing the name, address and membership dates of each Regular and Corporate Member. The log shall also contain the fact of termination and the date on which such membership ceased. The log will be kept at the principal office of the corporation and shall be subject to the rights of inspection required by law.

Section 4.3. SUSPENSION and TERMINATION of MEMBERSHIP

The membership of any member may be terminated at any time, with cause, by a majority vote of the Board of Directors. The Directors shall follow the fair and reasonable procedures and timelines in ORS 65.167. A member may be reinstated only if reinstatement is approved by a majority vote of the Board of Directors at an annual or regular meeting and the member has paid all dues then payable.

Section 4.4. TRANSFER of MEMBERSHIP

Individual members may not transfer their membership in Cascadian Bowmen except to another immediate family member.

Section 4.5. MEMBERSHIP MEETINGS and VOTING

a. REGULAR MEETINGS

Cascadian Bowmen shall hold at least ten (10) regular meetings annually, generally once per month. All meetings will be conducted in accordance with Robert’s Rules of Order.

b. ANNUAL MEETING

In accordance with ORS 65.201, Cascadian Bowmen shall hold an annual membership meeting at the Principal Office or at such place as shall be set forth in the notice of meeting. The meeting shall be held in December of each year, or at such other time as the Board of Directors shall agree. In accordance with ORS 65.021(4):

- (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; and
- (2) The members shall consider and act upon such other matters as may be raised consistent with the notice requirements of ORS 65.214.

c. SPECIAL MEETINGS

Special meetings of the members may be called by at least 5% of the members entitled to vote at the meeting, or by the board of directors, following the procedures of ORS 65.204. No business other than that specified in the notice of meeting shall be transacted at any such special meeting.

d. NOTICE of MEMBER MEETINGS

In accordance with ORS 65.034 and 65.214, Cascadian Bowmen shall give at least 7 days advance notice of annual, regular and special meetings in a fair and reasonable manner to all members of record entitled to vote at the meeting. Notice will be provided by the method designated by each member, that is, first-class mail postmarked 7 days prior to the meeting or email sent 7 days prior to the meeting, *and* be posted on the website at least 7 days prior to the meeting. The “date of record” for active members in good standing who are entitled to receive meeting notices shall be set by the board of directors, or as specified in ORS 65.221 if no date has been set. The notice shall include the date, time, location and purpose of the meeting. In accordance with ORS 65.217, any notice of meetings may be waived by a member by submitting a signed waiver either before or after the meeting or by attendance at the meeting. Attendance of a member at a meeting shall constitute waiver of notice of such meeting, except when such attendance at the meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

e. VOTING

At every meeting of members, each member age 18 or over shall be entitled to one (1) vote in person or by proxy, except that no more than two members of a family of persons related by blood, marriage or domestic partnership may vote in person or by proxy (i.e., a maximum of 2 votes per family).

Guest Members do not have voting rights.

Junior members who are not part of a household may designate a parent or legally authorized representative age 18 or over to vote on the junior member’s behalf.

f. USE of PROXIES

At all meetings of members, each member age 18 and over entitled to vote may vote in person or by proxy executed in writing by the member. Any member’s proxy shall have all the powers and privileges that the member would have had if present in person. Proxy appointments will follow the procedures of ORS 65.231.

g. ACTION WITHOUT MEETING

Action required 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 as long as the procedures of ORS 65.211 are followed. The action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. Action taken under this section is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date.

h. ACTION by BALLOT

Action which may be taken at any annual, special or regular meeting of members may be taken without a meeting if Cascadian Bowmen delivers or emails a ballot to every member entitled to vote on the matter, following the procedures specified in ORS 65.222.

i. QUORUM of MEMBERS

The votes represented at a meeting of the members shall constitute a quorum (ORS 65.214). All actions and elections shall be determined by a simple highest count of those votes cast at a meeting of the members, with the exception of amending these bylaws, which shall require a vote of 66% of the votes represented at a meeting of members.

ARTICLE V. BOARD OF DIRECTORS AND OFFICERS

Section 5.1. GENERAL POWERS

- a. Directors shall have all the duties, obligations and standards of conduct specified under Oregon Law, and particularly ORS 65.357.
- b. Except as otherwise provided in these Bylaws, the Board of Directors shall govern and exercise all corporate powers, business and affairs of Cascadian Bowmen.
- c. Each office of the Board of Directors shall have one vote in matters affecting the actions of Cascadian Bowmen; if an individual is serving in more than one office, that individual shall have the number of votes for the offices being filled.
- d. Any action shall require approval by a majority of the voting Board of Directors.
- e. In accordance with ORS 65.357 (4), directors are not liable to Cascadian Bowmen, any member or any other person for any action taken or not taken as a director, if the director acted in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in the manner the director reasonably believes to be in the best interests of Cascadian Bowmen.

Section 5.2. BOARD FUNCTIONS

The Cascadian Bowmen Board of Directors shall represent the interests of the Cascadian Bowmen membership for policy, guidance and strategic direction.

- a. The Board shall oversee the management of Cascadian Bowmen and its affairs.
- b. The Board shall oversee the President in the operation of Cascadian Bowmen.
- c. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the President to manage a member-driven organization with effective Board oversight.
- d. In addition, the Board performs the following specific functions, among others:
 - 1. Implements procedures to orient new Board Directors, to educate all Directors on the business and governance affairs of Cascadian Bowmen, and to evaluate Board performance.
 - 2. Select, compensates, and evaluates the Members of the Board of Directors and officers and plans for management succession;

3. Reviews and approves significant corporate actions including leases, equipment and target purchases, schedule of dues and fees, contracts with other organizations to provide archery instruction or to host archery events;
4. Sets policy and provides guidance and strategic direction to management on significant issues facing Cascadian Bowmen;
5. Reviews and approves Cascadian Bowmen’s strategic plan and the annual operating plans, budget, tax filings, business plans, and corporate performance reports;
6. Oversees the financial reporting process and communications with Members;
7. Oversees effective corporate governance;
8. Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
9. Reviews and approves financial statements, annual reports, audit and control policies, and selects independent auditors;
10. Monitors to determine whether Cascadian Bowmen’s assets are being properly protected;
11. Monitors Cascadian Bowmen compliance with laws and regulations and the performance of its broader responsibilities;
12. Enters into agreements with land, forest, wildlife and water management organizations to improve the natural habitat of property it owns; and
13. Ensures that the Board, officers and employees are properly instructed and prepared to act in case of an unforeseen corporate crisis.

Section 5.3. QUALIFICATIONS

- a. Each director of the Board of Directors must be:
 1. eighteen (18) years of age or older; and
 2. a Regular Member of Cascadian Bowmen in good standing.
- b. Not more than two directors of the Board of Directors may be related by blood, marriage or domestic partnership.
- c. A director shall have the highest personal and professional integrity; have demonstrated an interest in fostering archery; have capability in Board oversight responsibilities; and be effective in collectively serving the long-term interests of Cascadian Bowmen.
- d. As directed by ORS 65.357 “General standards for directors”, a director shall discharge the duties of a director, including the director’s duties as a member of a committee: in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the director reasonably believes to be in the best interests of the corporation.

Section 5.4. NUMBER of DIRECTORS and BOARD COMPOSITION

- a. Ideally, the board of directors will consist of at least one person from each competitive archery discipline: target; field; 3-D; bow hunter.
- b. The board of directors shall consist of the following 9 positions: President; Secretary; Treasurer; Membership Director; 3-D Director; Outdoor Director; Indoor Director; Kitchen Supervisor; OBH Field Governor.
- c. The President shall:
 - Be the Cascadian Bowmen representative for communications and negotiations with all outside groups.
 - Be the only director with power of attorney for contracts, grant applications, sponsorship agreements, or any document committing Cascadian Bowmen assets.
 - Convene and preside over all regular and special meetings of the Board of Directors of Cascadian Bowmen.
 - Establish such procedures and make such decisions as the President deems necessary for the development and progress of the corporation, its aims and the sport of archery in general, provided that such procedures and decisions shall not abridge the privileges of any member, nor conflict with these Bylaws or any other decision and policy and procedure established by majority vote of the Board of Directors.
 - Recruit and supervise the Safari Coordinator.
 - Maintain the master site schedule.
 - Have all passwords for the web-presence of the Club (website, domain name, Facebook pages, etc.).
 - Be a signatory on all bank accounts and the Safe Deposit Box.
 - Appoint such committees as are necessary to carry out the decisions of the Board of Directors.
 - Study and make recommendations to the corporation on events, matters of policy and procedures, and all other matters.
- d. The 3-D Director shall:
 - Coordinate maintenance of all 3-D targets.
 - Work with the Treasurer to establish an annual maintenance schedule and budget.
 - Organize and supervise work parties before and after trail tournaments.
 - Schedule, organize and operate 3-D tournaments and “Open Houses”.
 - Serve as Vice-President, acting in the place of the President in case the President is absent, incapacitated, or during meetings while a motion affecting the President is being discussed. When acting in the place of the President, the vice-President shall have all the powers, privileges, duties and responsibilities of the President.
- e. The Outdoor Director shall:
 - Coordinate maintenance of all equipment needed for trail maintenance, such as tractors and saws.

- Coordinate maintenance of all paper targets and target butts for the outdoor target range and trails.
 - Organize and supervise work parties for the outdoor target range and trails.
 - Work with the Treasurer to establish an annual maintenance schedule and budget for the trail shelters, target butts, backstops, trail surfaces and guardrails, fencing, security systems, signage, and outdoor lighting. .
- f. The Indoor Range Director shall:
- Coordinate maintenance of all targets and target butts for the indoor range.
 - Organize and supervise work parties for the indoor range.
 - Work with the Treasurer to establish an annual maintenance schedule and budget of all buildings, outbuildings, cook-shack, and playground.
 - Work with the Kitchen Supervisor to maintain kitchen structure, utilities, and pump house.
- g. The Secretary shall:
- Be a signatory on the Safe Deposit box that holds corporate documents.
 - Carry on the official correspondence of the organization.
 - Distribute copies of all correspondence to the President, the Board of Directors, and all pertinent parties.
 - Notify all Directors of board meetings as required by the bylaws and Oregon statute.
 - Notify all affected persons, members, and parties of decisions of the corporation.
 - Keep a careful and authentic record of the proceedings of the corporation.
 - Work with the Webmaster to post minutes and proceedings on the Cascadian Bowmen website.
 - Work with the Webmaster to post a current copy of the corporate Bylaws, Resolutions, and Policies and Procedures on the Cascadian Bowmen website, or to make copies available within forty-eight (48) hours of a request by any member and/or member of the Board of Directors.
 - Work with the Membership Director to conduct member elections.
 - Preserve all records, reports, correspondence and documents as required by Oregon law or as directed by the Board; and
 - Bring to every meeting of the Cascadian Bowmen Board a copy of these bylaws, resolutions, and policy & procedures manuals.
- h. The Treasurer serves as the Club's Chief Financial Officer and as the Bookkeeper. The Treasurer shall:
- Be a signatory on all bank accounts;
 - Keep a careful and authentic record of the financial status and business transactions of the corporation;
 - Submit a brief Financial Report at each meeting of the Board of Directors of the Cascadian Bowmen and a formal Annual Financial Report, including a profit/loss statement and a balance sheet, at each annual meeting of the members;
 - Develop an annual budget in conjunction with the President, Property Director, Membership Director and non-voting Coordinators.

- Prepare an annual budget and submit it to the Board of Directors 30 days before the start of the next fiscal year.
 - Assist the Membership Director in maintaining the current membership list which is required by state law.
 - Process deposits, process refunds, match invoices to statements, process accounts payable, prepare accounts receivable, reconcile all bank statements, monitor cash flow, expense depreciable assets, and monitor restricted assets.
 - Be responsible for the timely collection of dues and assessments.
 - Work with tournament coordinators for timely submission of registration fees.
 - Work with the kitchen coordinator for timely submission of kitchen receipts.
 - Work with the webmaster for secure electronic payments; and
 - Be responsible for the accounting and inventory functions of Cascadian Bowmen.
- i. The Membership Director shall:
- Be responsible for the preparation and maintenance of a corporation mailing list, as required by Oregon law.
 - Send a welcome packet to new members.
 - Administer the distribution, collection and activation of gate passes.
 - Notify all members of the Annual, Regular and Special Member Meetings as required by Oregon statute.
 - Oversee elections and voting processes as required by Oregon statute.
- j. The Kitchen Supervisor shall:
- Have a current Lane County food-handlers card.
 - Purchase food items and kitchen supplies.
 - Organize kitchen and cook-shack staff.
 - Make sure state and county health laws are followed for food and water quality.
 - Obtain temporary kitchen permits when necessary.
 - Submit all kitchen receipts to the Treasurer in a timely manner.
 - Work with the Treasurer to establish an annual maintenance schedule and budget of all kitchen equipment.
- k. OBH Field Governor.
- Shall represent Cascadian Bowmen of Eugene in business pertaining to the Oregon Bow Hunters.
 - Shall be a member of Oregon Bow Hunters in good standing.
 - Shall be reimbursed for out of community mileage and lodging to attend OBH meetings.

Section 5.5. TERM

- a. The term of office for a director of the Board of Directors shall be one (1) year. Directors may be elected for successive terms.

- b. A director shall hold office until the director's successor is elected, designated or appointed and qualifies, or until the director's earlier resignation, removal, incapacity, disability or death.
- c. Elections shall take place in December to select replacement Board members to be seated in January of the following year.

Section 5.6. DIRECTOR ATTENDANCE

- a. Directors shall attend all regularly scheduled Board meetings in person, through for exigent circumstances a director may participate in a meeting by telephone or via internet.
- b. After missing two meetings within a calendar year, the majority of the Board members may vote to remove the individual from the Board.

Section 5.7. RESIGNATION, REMOVAL and VACANCIES

- a. A director's position of the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death.
- b. Any director shall resign at any time by giving written or emailed notice to the President of Cascadian Bowmen, except the President's resignation shall be given to the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- c. Directors may be removed for cause at any duly noticed meeting of the board, following the procedures of ORS 65.324, and after being provided an opportunity for the directors to be heard by the Board, upon the affirmative vote of at least two-thirds ($\frac{2}{3}$) of the total voting power of the Board (excluding the voting power of the Director in question).
- d. Any vacancy occurring in the Board shall be filled following the procedures of ORS 65.334; that is, by appointment of a new person by the President, upon the affirmative vote of at least two-thirds ($\frac{2}{3}$) of the total voting power of the Board (excluding the voting power of the director in question). A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.
- e. No director shall be subject to removal or not being re-nominated based on how they vote as a director.

Section 5.8. COMPENSATION of DIRECTORS

Directors of the Board shall be excused from paying member dues during the time of their service. They shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with Cascadian Bowmen's policies. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of Cascadian Bowmen in any other capacity, such as providing archery instruction, provided that the rendering of such services and such compensation are approved by the Board of Directors.

Section 5.9. REGULAR and SPECIAL MEETINGS of the BOARD of DIRECTORS

Cascadian Bowmen's Board shall meet at regularly scheduled meetings at least ten (10) times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the President or upon the written or emailed request of not less than fifty percent (50%) of the Board.

Section 5.10. NOTICE of MEETINGS of the BOARD of DIRECTORS

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the President. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, email, private carrier, facsimile or by electronic transmission. Written notice shall be delivered no fewer than five (5) days before the date of the meeting.

Section 5.11. QUORUM of the BOARD of DIRECTORS and VOTING

- a. A quorum will not be constituted unless the President or the 3-D Director (in the capacity of Vice-President) is present.
- b. The presence of a majority of five (5) voting directors of the Board of Directors at the time of any meeting (including proxies) shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board.
- c. In the event that an individual is filling two positions on the Board, that individual has two votes but shall count as only one person for the quorum.

Section 5.12. VOTING BY PROXY

A Director may vote or act by proxy at any meeting of directors by signing a paper or email document and delivering that document to the Secretary before the meeting. Any member's proxy shall have all the powers and privileges that the member would have had if present in person. Proxy appointments will follow the procedures of ORS 65.231.

Section 5.13. PRESUMPTION of ASSENT

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.14. ACTION WITHOUT a MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board in writing, including email communication, either: (i) Votes for such action; (ii) Votes against such action; or (iii) Abstains from voting. Each director who delivers a writing described in this Section to the organization shall be deemed to have waived the right to demand that action not be taken without a meeting. Such action shall have the same force and effect as a vote of the Board members at a duly called meeting at which a quorum was present. In accordance with ORS 65.341, the action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section 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 5.15. TRANSACTING BUSINESS by MAIL, E-MAIL, TELEPHONE or FACSIMILE

The Board of Directors shall have the power to transact its business by mail, electronic mail, telephone, or facsimile. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence at the meeting for all purposes.

Section 5.16. AGENDA

The President shall determine the agenda for Board meetings. Board Directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 5.17. QUESTIONS of ORDER and BOARD MEETING LEADERSHIP

Questions of order shall be decided by the President unless otherwise provided in advance by the Board of Directors. The President shall lead meetings of the Board. If the President is absent from any meeting of the board, and then the 3-D Director shall preside as President. If neither individual is present, then a Board meeting may not be held.

Section 5.18. EFFECTIVENESS of ACTIONS

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided by the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 5.19. OPEN and EXECUTIVE MEETING SESSIONS

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, nonmembers. However, in the event the President of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (i) to exclude non-

members at an open meeting for any reason, then the President may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the President may specifically designate and call an executive session. Alternatively, the Board of Directors may upon its own motion, convene an executive session.

Section 5.20. MEETING MINUTES

Every reasonable effort will be made to publish a draft of the summary minutes within two (2) weeks after completion of the meeting, and to post these on the Cascadian Bowmen website. The minutes will be unofficial until approved by the Directors.

ARTICLE VI. APPOINTMENTS and COMMITTEES

- a. Vice-President *pro-tem*.
 - The Board shall elect one of its members to serve as Vice President when the 3-D Director is unavailable.
- b. Corporate Director.
 - The Board of Directors shall appoint one of its directors to serve as the Corporate Director. This individual shall be the legal agent for the Cascadian Bowmen, and shall supervise document retention as required by law.
 - The Corporate Director does not count as a voting position on the Board or for purposes of constituting a quorum.
 - The Corporate Director may be a signatory on all bank accounts and the Safe Deposit Box.
- c. The Board of Directors may appoint other positions, such as liaisons with national and state archery organizations
- d. The Board of Directors may appoint other positions or persons to execute specific business functions, such as a webmaster.
- e. Appointed Directors may be removed following the procedures of ORS 65.331.
- f. The Board of Directors may establish committees, following the procedures and with the limited powers set forth in ORS 65.354.

ARTICLE VII. CONFLICT of INTEREST

Oregon statute (ORS 65.361) defines Director Conflict of Interest and describes how transactions involving a conflict of interest may be authorized and approved by the Board of Directors. These bylaws incorporate that entire section by reference.

ARTICLE VIII. EMERGENCY BYLAWS AND BOARD POWERS

Section 8.1. DEFINITION of EMERGENCY. An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some

present or imminent catastrophic event, such as a natural disaster or the incapacity of any director, officer or agent.

Section 8.2. EMERGENCY BYLAWS. In accordance with ORS 65.064, the board of directors may adopt, amend or repeal bylaws to be effective only in an emergency as defined in subsection (1) of this article. The emergency bylaws, which are subject to amendment or repeal by the members, may provide special procedures necessary for managing the corporation during the emergency, including:

1. Procedures for calling a meeting of the board of directors;
2. Quorum requirements for the meeting; and
3. Designation of additional or substitute directors.

Section 8.3. DURATION of EMERGENCY BYLAWS. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

Section 8.4. BOARD POWERS. ORS 65.081 is hereby incorporated by reference. Corporate action taken in good faith in accordance with the emergency bylaws binds the corporation. A corporate director, officer, employee or agent shall not be liable for deviation from normal procedures if the conduct was authorized by emergency bylaws adopted as provided in this section.

ARTICLE IX. RECORDS and REPORTS

Section 9.1. MINUTES and ACCOUNTING RECORDS

- a. ORS 65.771 directs non-profit corporations to keep certain records. To comply with this provision, the Secretary shall ensure that a copy of each of the following records is kept, either in paper or electronic form, at the Cascadian Bowmen principal office and also in a safe deposit box:
 1. the articles of incorporation;
 2. these Bylaws;
 3. resolutions, rules and regulations adopted by the Board of Directors;
 4. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board of Directors without a meeting, for the past three (3) years;
 5. all written communications within the past three (3) years to the members;
 6. a list of the names and business or home addresses of the current directors and officers;
 7. a copy of the most recent corporate report delivered to the Oregon Secretary of State;
 8. all annual financial statements prepared for periods ending in the last three (3) years;

9. Cascadian Bowmen’s application for recognition of exemption and tax-exemption determination letter issued by the Internal Revenue Service; and
 10. all other documents or records required to be maintained by Cascadian Bowmen at its principal office under applicable Oregon and Federal state law or regulation.
- b. Members may inspect and copy these records as long as the member follows the procedures of ORS 65.774.

Section 9.2. MEMBERSHIP LIST

In order to comply with state law, the Membership Director shall ensure a current membership list is maintained. The Membership Director may, but is not required to, prepare the membership list by divisions, class, age or any other method useful to the mission of the Cascadian Bowmen.

Section 9.3. WEBSITE

Cascadian Bowmen shall maintain a website for the dissemination of information to its members, including the Mission Statement; membership qualifications, benefits, dues and fees; and the schedule of Club activities.

ARTICLE X. FINANCIAL MATTERS

Section 10.1. FISCAL YEAR

The fiscal year of Cascadian Bowmen shall commence January 1 each year and end on December 31 of the same year.

Section 10.2. MEMBER YEAR

The member year of Cascadian Bowmen shall commence at a time established by the Board of Directors. It may be different from a calendar year.

Section 10.2. BUDGET

- a. The Treasurer shall prepare an annual budget and submit it to the membership in two months before the start of the next fiscal year for review and input.
- b. The members shall have 30 days to submit comments on the budget to the board of directors.
- c. Members shall vote on line item expenditures \$5000 or greater, with a 2/3 vote of attending members required for approval.
- d. The budget shall be revised and adopted by the board before the start of the next fiscal year.

Section 10.3. AUDIT and IRS FILINGS

Periodically, Cascadian Bowmen shall have an audit of its books and accounts prepared by a certified public accountant.

Section 10.4. INDIVIDUAL LIABILITY

No individual Director of the Board, Officer, or employee shall be personally liable in respect of any debt or other obligation incurred in the name of Cascadian Bowmen pursuant to the authority granted directly or indirectly by the Board of Directors.

ARTICLE XI. MISCELLANEOUS PROVISIONS

Section 11.1. SEVERABILITY AND HEADINGS

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 11.2. SAVINGS CLAUSE

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Directors of the Board do not cause substantial injury to the rights of the Directors, shall not invalidate the actions or proceedings of the Directors at any meeting. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the Cascadian Bowmen shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, Cascadian Bowmen shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of Cascadian Bowmen as an organization described in section 501(c) of the IRC, or would result in the imposition of any liability under section 4941 of the IRC.

Section 11.3. CONVEYANCES AND ENCUMBRANCES

Property of the corporation may be assigned, conveyed or encumbered by such Officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have the power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 11.4. DESIGNATED CONTRIBUTIONS

The Cascadian Bowmen may accept any designated contributions, grants, and bequests or devises consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation

shall reserve all right, title and interest in and to and control such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purpose.

Section 11.5. GOVERNING LAW

These Bylaws shall be construed and enforced under, and in accordance with, and be governed by, the laws of the State of Oregon.

ARTICLE XII. AMENDMENT of BYLAWS and ARTICLES OF INCORPORATION

These Bylaws and Cascadian Bowmen Articles of Incorporation may be amended by the Directors and Cascadian Bowmen membership following the procedures of ORS 65.434-65.464. Among other things, these procedures allow amendments by at least two-thirds of the member votes cast or a majority of the voting power, whichever is less.

ARTICLE XIII. EFFECTIVE DATE

These Bylaws shall be effective when adopted by the current Board of Directors. These bylaws combine and replace the Cascadian Bowmen Constitution and Bylaws previously in effect.

CERTIFICATE

The undersigned hereby certifies that she/he is the Secretary of the CASCADIAN BOWMEN of EUGENE, and that these Bylaws were adopted by unanimous action of the Board of Directors and a vote of two-thirds (2/3) of members attending a regular meeting on November 4, 2015.

Alexis Flesher, SECRETARY

CASCADIAN BOWMEN OF EUGENE