

**BYLAWS OF  
WEST LINN SOFTBALL ASSOCIATION**

**ARTICLE I - PURPOSES**

WEST LINN SOFTBALL ASSOCIATION (the Corporation) is organized exclusively for charitable purposes and shall at all times be operated exclusively for such purposes, by making distributions which benefit or carry out the charitable purposes of the WEST LINN SOFTBALL ASSOCIATION.

**ARTICLE II- OFFICES**

The principal office of the Corporation shall be located at 2647 SE Lake Rd, Milwaukie OR. 97222.

**ARTICLE III - BOARD OF DIRECTORS**

Section 1. General Powers

The business affairs of the Corporation shall be managed by the Board of Directors, not including any director elected from time to time to serve ex-officio without a vote.

Section 2. Number, Terms of Office and Manner of Appointment

The number of directors of the Corporation shall be no less than three (3) and no more than seven (4). The terms of office of directors and the manner of their appointment is set forth in the Articles of Incorporation.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held each year without notice other than this bylaw on the second Sunday of January, commencing in 2003.

Section 4. Special Meeting

Special meetings of the Board of Directors may be called by or at the request of the President of the Corporation or any director. The person responsible for calling the meeting shall see that the place of the meeting is set forth in the notice of the meeting.

### Section 5. Notice of Meetings

Written or printed notice stating the place, day, and hour of any special meeting shall be delivered at least 36 hours previously thereto, either personally or by mail, by or at the direction of the President, or the Secretary, or the person or persons calling the meeting, to each director at his or her business address. If mailed, such notice shall be deemed to be delivered 48 hours after it is deposited in the United States mail, with postage fully prepaid thereon. E-Mail transmissions at directors e-mail addresses will also constitute acceptable notice using the time guidelines addressed above.

Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

A written waiver of notice of a special meeting signed by a director, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

### Section 6. Quorum

The lowest whole number which is not less than one-third of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, however, in no event shall a quorum be less than three.

### Section 7. Manner of Acting

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 of Directors, unless the act of a greater number is required by statute, the Corporation's Articles of Incorporation, or these Bylaws. Each member of the Board of Directors shall be entitled to one vote.

### Section 8. Removal

Directors may be removed as provided in the Corporations Articles of Incorporation.

### Section 9. Vacancies

The filing of vacancies in the Board of Directors shall be as set forth in the Corporation's Articles of Incorporation.

### Section 10. Informal Action by Directors

Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

### Section 11. Compensation and Expenses

Directors shall serve without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to directors upon approval of the Board of Directors.

## ARTICLE IV - COMMITTEES

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Corporation; amending the Corporation's Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore, adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon the board or individual director by law.

## ARTICLE V - OFFICERS

### Section 1. Number

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from its membership. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors. Any two offices may be held by the same person.

## Section 2. Election and Terms of Office

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

## Section 3. Removal

Any officer or agent elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

## Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

## Section 5. President

The President of the Corporation shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business affairs of the Corporation. The President shall preside at all meetings of the Board of Directors and may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation of shall be required by law to be otherwise signed or executed; and in general the President shall perform such other duties as way be prescribed by the Board of Directors from time to time.

## Section 6. Vice President

In the absence of the President, or in the event of his or her death or inability or refusal to act, the Vice President of the Corporation shall perform the duties of the President, and, when so acting, shall have all the powers of and by subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

## Section 7. Secretary

The Secretary of the Corporation shall:

a) keep the minutes of the meetings of the Board of Directors in a book provided for that purpose.

b) see that all notices are duly given in accordance with the provisions of these by laws or as required by law;

c) by custodian of the corporate records; and

d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

#### Section 8. Treasurer

If required by the Board of Directors, the Treasurer of the Corporation shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall:

a) have charge and custody of and be responsible for all funds and securities the Corporation;

b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be designated by the Board of Directors; and

c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

#### Section 9. Additional Officers

Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the President or the Board of Directors.

#### Section 10. Compensation and Expenses

Officers shall serve without salary unless they are also employees of the Corporation. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS, OFFICERS EMPLOYEES,  
VOLUNTEERS, AND COMMITTEE MEMBERS

Section 1.

The Corporation may indemnify each of its directors, officers, employees, volunteers, and committee members to the full extent permissible under applicable law against all inability and expense whatsoever (including, without limiting the generality of the foregoing, attorney fees) by reason of or arising from the fact that any such director, officer, employee, volunteer, or committee member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, volunteer, or committee member or by reason of or arising from any action taken or not taken in his or her capacity as such director, officer, employee, volunteer, or committee member.

Section 2.

The indemnification provided by this Article VI is not exclusive and shall continue as to a person who has ceased to be a director, officer, employee, volunteer, or committee member and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 3.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer, or committee member, or is or was serving at the request of the Corporation as a director, officer, employee, volunteer, or committee member against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation has the authority or obligation to indemnify him or her against such liability under the provisions of this Article VI.

ARTICLE VII. CONTRACTS, LIENS, CHECKS,  
DEPOSITS, GIFTS, AND DISTRIBUTIONS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, or any agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its directors or officers.

Section 3. Checks, Drafts, Etc

All checks, drafts, and other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or such agent or agents, and in such manner shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation, and any such contribution, gift, bequest, or devise is subject to the board's acceptance. The Board of Directors may authorize any officer or officers, or any agent or agents, to signify such acceptance by signing receipts and other evidences of acceptance, and such authority may be general or confined to specific instances.

Section 6. Distributions

The Board of Directors, not less frequently than annually, shall, in furtherance of the Corporation's charitable purposes, determine and direct such distributions as in the opinion of the Board of Directors can best carry out such purposes. All such distributions, except such distributions which are necessary for the administration of the Corporation or are connected with the fund-raising of the Corporation, shall be made directly to WEST LINN SOFTBALL ASSOCIATION.

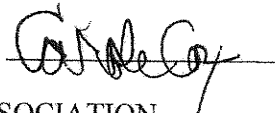
ARTICLE VIII- FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end, on the last day of December.

ARTICLE IX - AMENDMENTS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the vote of a majority of the directors in office at any meeting of the Board of Directors. The Corporation's Bylaws may not, however, contain any provision inconsistent with law or the Corporation's Articles of Incorporation.

DATED effective the 1<sup>st</sup> day of February, 2002.

 Secretary