

**HOOD RIVER DYNAMO YOUTH SOCCER CLUB, INC.
BYLAWS**

ARTICLE I. – GENERAL

Section 1. NAME. The name of the Corporation will be Hood River Dynamo Youth Soccer Club, Inc.

Section 2. REGISTERED OFFICE AND REGISTERED AGENT. The registered agent and office of the Corporation may be, but need not be, identical with the Corporation's principal office and place of business. The address of the registered office and name of the registered agent may be changed from time to time by the Board of Directors.

Section 3. FISCAL YEAR. The Corporation will have a fiscal year ending on the last day of December.

~~Section 4. AMENDMENT. The directors will have the authority to amend, repeal or adopt new Bylaws for the Corporation.~~

Section ~~4~~5. ADDRESS. The principal office of the Corporation will be located at ~~4207 Post Canyon Dr.~~3983 Grandview Drive, Hood River, Oregon 97031.

Section ~~5~~6. PURPOSE. The purpose of the Corporation is to organize and supervise youth soccer activities in the Hood River area, provide youth soccer activities in the Hood River area, provide youth an opportunity to play soccer on a competitive level, secure adequate funding for these purposes, and provide suitable playing facilities. The Corporation is organized exclusively for educational, charitable, and/or scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities which are not permitted by the Internal Revenue Code for such corporations which are exempt from federal income tax and to which contributions are deductible for federal income tax purposes.

Section ~~6~~7. WAIVER OF NOTICE. Whenever any notice is required to be given to any person by these Bylaws, a waiver in writing signed by the person or persons entitled to such notice may be executed at any time and shall be deemed the equivalent of the giving of the notice.

Section ~~7~~8. BOOKS AND RECORDS. The Corporation will keep correct and complete books and records of account and will keep minutes of the meetings of its Board of Directors. A list of the names and addresses of all directors shall be kept at the registered office.

Section ~~8~~9. AMENDMENTS. The Board of Directors will have power to make, alter, amend, and repeal the Bylaws of this corporation upon approval of at least seventy five percent of the directors then in office.

Section ~~9~~40. AFFILIATION. The Corporation will be an affiliate of, and comply with the authority of the Oregon Youth Soccer Association, the United States Soccer Federation, and the

United States Youth Soccer Association. [These bylaws are superceded by OYSA Bylaws when in conflict.](#)

Section 104. PERSONAL BENEFIT. No person in any way connected with the Corporation will be entitled to compensation beyond the reasonable value of services performed and then only if compensation has been authorized by the Board of Directors.

Section 112. SPONSORSHIPS. The Board of Directors may adopt rules governing sponsorship of individual teams, including rules relating to the display of advertising on team banners, equipment of uniforms.

Section 123. UNIFORMS. The Board of Directors must approve all uniforms worn by Dynamos players during USYSA competition.

Section 134. DISCLOSURE STATEMENTS. All coaches, assistant coaches, team managers, and other personnel coming in contact with the players must submit a Disclosure Statement every two years and be approved by OYSA before they may interact with any Dynamos players.

ARTICLE II. – MEMBERS

Section 1. QUALIFICATION. All coaches, team managers, and the parents of players who are registered with the Corporation will be members. The Board of Directors will establish criteria for registration including annual dues. Membership will begin upon registration and must be renewed annually. [HRDYSC bars discrimination for: race, color, religion, age, sex, national origin, disability and/or sexual orientation.](#)

Section 2. ANNUAL MEETING. An annual membership meeting will be held in October of each year. The purpose of the meeting will be to elect directors and to conduct such other business as may be presented to the membership. [A meeting notice will be placed in the local newspaper 7 to 10 days before the meeting. All registered adult volunteers will be notified in writing \(email or U.S. mail\) at least 2 weeks prior to the meeting. Notice by email will be deemed deliverable if there is no error message. See “Section 4. NOTICE” \(below\) regarding U.S. mail and other meetings.](#)

Section 3. SPECIAL MEMBERSHIP MEETINGS. Special meetings of the members may be called by the Board of Directors or upon written request of a least 25 voting members.

Section 4. NOTICE. Written notice stating the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, will be delivered not less than ten nor more than sixty days before the date of the meeting. The notice will include a meeting agenda. Delivery may be either personally or by mail, at the direction of the secretary or the persons calling the meeting. Notice will be given to each member of record entitled to vote at the meeting. If mailed, the notice will be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at her/her address as it appears in the books of the Corporation. Actual attendance by a member at a members’ meeting will constitute a waiver of notice for the meeting. Each member will be responsible for notifying the

secretary of the Corporation of any change of [U.S. mail and/or email](#) address, which the secretary will then note in the Corporation's books.

Section 5. VOTING. Each member will be entitled to one vote at a membership meeting, however, a family or household will be entitled to only one vote regardless of the number of individuals in that family or household that ~~is~~ registered with the Corporation. No voting by proxy will be allowed.

Section 6. QUORUM. Those in attendance at the annual membership meeting will constitute a quorum. At a special membership meeting, 10% of the membership will constitute a quorum. A majority vote of those in attendance will be sufficient to pass any ~~motion presented~~[motion presented](#) to the meeting. Only items on the agenda of a special membership meeting may be submitted for vote.

ARTICLE III. - BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the corporation will be managed by its Board of Directors.

Section 2. NUMBER AND TERM. The number of directors of the Corporation will be not less than five and not more than nine. The Board of Directors may change the number of directors within this range. Any change in numbers will not reduce the term of any directors presently serving. If the number of directors is increased, the new director(s) will be elected at the next annual membership meeting and will begin their term following that meeting. The directors will hold office for two year terms or until a successor is selected. The terms will be staggered so that five directors are selected one year and four the next (and adjusted if there are fewer than nine directors). The initial Board of Directors will draw lots at its first meeting after the adoption of Bylaws to select four of its members who will serve one year terms until the October, 2000, annual membership meeting. The remaining directors will serve two year terms until September 30, 2001. All subsequent terms will be for two years. [Each board member shall hold only one office at a time. In special circumstances, multiple offices may be held until a suitable replacement is found.](#)

Section 3. SELECTION OF DIRECTORS. The incorporators will determine the number of directors for the initial Board of Directors and select persons to fill those positions. In future years the members will elect successors to the open seats at the annual membership meeting. The new directors will begin their term following that meeting.

Section 4. ADVISORY MEMBERS. The Board of Directors may appoint an unlimited number of advisory members. Advisory members will be entitled to notice of Board meetings and entitled to participate in Board deliberations, but will not be entitled to vote.

Section 5. MEETINGS. Annually the Board of Directors will adopt a schedule of regular meetings to be held not less than quarterly. Written notice of the meeting schedule will be provided to each Board member. Once written notice of the regular meeting schedule is provided, no other notice than contained in these Bylaws will be given for regular meetings. Special

meetings of the Board of Directors may be called by the President or by any two of the directors at any place in Hood River County, Oregon, provided that notice is given in person, by telephone, by FAX, or by mail at least two days in advance of the meeting. If mailed, the notice will be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the director at his/her last address shown in the corporation's records. Attendance at a meeting constitutes a waiver of notice for that meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called and the director does not then vote for or assent to action taken at the meeting. Meetings may be held by conference telephone or other communications equipment as long as all participants may hear all other participants in the meeting.

Section 6. ACTION WITHOUT MEETING. Any action which may be taken at a meeting of the Board of Directors or a committee of the Board may be taken without a meeting if a consent in writing or electronic format, setting forth the action, is signed by all of the directors or members of the committee. The consent shall have the same effect as a unanimous vote. The consent shall be filed with the corporate records.

Section 7. VOTING. Each board member will be entitled to one vote at a board meeting.

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Section 87. QUORUM. A majority of the directors in office immediately prior to the meeting will be required to constitute a quorum. All directors will have one vote. A majority vote of those in attendance will be sufficient to pass any motion presented at the meeting.

Section 98. COMPENSATION. No compensation will be paid to directors for their service on the Board of Directors.

Section 109. TRANSACTIONS WITH DIRECTORS. No contract or other transaction between the Corporation and any other party will be affected by the fact that a director of the Corporation may have a financial interest in the transaction. Any director may vote on any transaction in which s/he has an interest, provided the interest is disclosed to the Board.

Section 110. REMOVAL OF DIRECTOR. Any director may be removed from office by a majority vote of the remaining directors at a special meeting called for the purpose of considering the removal of the director. Any director may also be removed from office by a 2/3 vote of the members at a special meeting called for the purpose of considering the removal of the director. Removal may be with or without cause. Removal will be effective immediately.

Section 124. RESIGNATION OF DIRECTOR. Any director may resign upon thirty days written notice to the remaining directors.

Section 132. VACANCIES. All vacancies in the Board of Directors, whether by resignation, removal or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor and until a successor is elected and qualified.

Section 143. COMMITTEES. The Board of Directors may appoint standing or temporary committees consisting each of no fewer than two directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee will have the authority of the Board of Directors in reference to amending altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; authorizing the voluntary dissolution of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it will not be amended, altered, or repealed by a committee. All committees will keep regular minutes of their meetings, which will be kept in the corporate minute book. The designation of any committee does not relieve the Board of Directors of any responsibility imposed by law.

Section 154. TEAMS AND PLAYERS. The Board of Directors will establish requirements for all teams to be sanctioned by the Corporation. The process for selecting players for the separate teams will also be established by the Board of Directors.

Section 16. GRIEVANCE. Any club member shall have the right to file a grievance against any member, coach, team manager, player, or other representative of the Corporation. The grievance must be communicated in writing or email to any board member. The board will review the grievance at the next board meeting. At the request of the grievant, 3 board members including the President (if the President is NOT involved) will meet with the grievant at their earliest convenience. All involved in the grievance will be notified of the board's decision within 60 days of filing. The board's decision is final.

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Section 175. DISCIPLINE. The Board of Directors shall have the authority to suspend, discharge or otherwise discipline any member, coach, team manager, player, or other representative of the Corporation whose conduct is considered detrimental to the best interest of the Corporation. Disciplinary action will not affect the person's membership in the Corporation by may apply to participation in games, practices or other activities of the team or of the Corporation. A Discipline Committee consisting of the President and two other board members will be appointed to carry out this authority. All disciplinary action will be initiated by the President by written notice to the person subject to possible disciplinary action. If a player, notice will also be given to the player's parents and the team coach and manager. A meeting will be scheduled in the notice at which appropriate action will be taken. Any person entitled to notice will be allowed to participate in the meeting. Any disciplinary action imposed by the committee may be appealed to the full Board of Directors, which will expeditiously schedule a special meeting to make a final decision on the disciplinary action.

ARTICLE IV. – OFFICERS

Section 1. NUMBER AND TERM. The officers of the Corporation will consist of a President, Vice President, Secretary, Treasurer, Registrar, Director of Coaching, and Director of Player Development. Officers will be elected by the Board of Directors at its first meeting after the annual membership meeting each year to serve until the first meeting after the next annual membership meeting. The President, Vice President, Secretary, Registrar and Treasurer must be

members of the Board of Directors. The remaining officers need not be directors but will be considered advisory members of the Board of Directors if not currently serving as a director.

Section 2. DUTIES. The officers will perform the following duties and such additional duties as prescribed by the Board of Directors.

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| President - | Presides over meetings; s ets meeting agendas; s erves as club spokesperson |
| Vice President - | Assumes president's duties when president absent |
| Secretary - | Prepares meeting minutes; i ssues meeting notices |
| Treasurer - | Financial reporting; i ssues checks; c oordinates fee collection with registrar |
| Registrar - | Liaison with OYSA and USYSA; p layer registration; c oordinates fee collection with treasurer |
| Director of Coaching - | Organizes and presides at coaches' meetings; s upervises coaching development; d istributes information to coaches |
| Director of Player Development - | Oversees team player selection; i mplements player development plan |
| <u>Field Coordinator -</u> | <u>Coordinates use of fields with school district, city and private entities; submits field availability information for league play; coordinates lining of fields.</u> |

Section 3. COMPENSATION. The compensation of the officers, if any, will be fixed by the Board of Directors.

Section 4. REMOVAL. Any officer may be removed and replaced by the Board of Directors at any time with or without cause.

Section 5. VACANCIES. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

Section 6. OTHER OFFICERS. The Board of Directors may appoint such other officers or agents as it deems necessary, who will hold their offices for such terms and will exercise such powers and perform such duties as are determined from time to time by the Board of Directors.

ARTICLE V. – FINANCIAL MATTERS

Section 1. CORPORATE FUNDS. All funds of the Corporation will be under the supervision of the Board of Directors and will be handled and disposed of in such manner and by such officers and agents of the Corporation as the Board of Directors authorizes by resolution. All disbursements of Corporation funds will require the signatures of two of the following officers: President, Vice President, Treasurer, and Registrar.

Section 2. DISTRIBUTIONS. Distributions of funds over \$100 for corporate purposes as outlined in the Articles of Incorporation must be approved by the Board of Directors.

Section 3. INDEMNIFICATION. To the extent allowed by Oregon law, the Corporation may indemnify any director, officer or agent who was or is a party or is threatened to be made a party to any legal proceeding by reason of the fact that person was a representative of the Corporation. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against the agent or incurred by the agent arising out of the agency status whether or not the Corporation would have the power to indemnify against the liability under the provisions of Oregon law.

Section 4. ANNUAL REPORT. The Board of Directors will adopt an annual budget and will prepare and have available at the annual membership meeting copies of financial statements including at least a balance sheet and statement of revenues and expenses for the prior fiscal year.

Section 5. TEAM FINANCES. Each team will be responsible for its own financing. Each team will be required to submit a financial report on the prescribed form to the Board of Directors at the end of each fiscal year.

Section 6. DISSOLUTION. In the case of dissolution of the club, assets will be distributed 50% to the Hood River Valley High School soccer program and 50% to Hood River Community Education soccer program.

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ADOPTED on the 25thth day of August~~February~~, 2006~~0~~.

Director

Director

Director

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Director

Director

Adopted 8/25/06

Director

Director

