

**BYLAWS
OF
MILLTOWN UNITED SOCCER CLUB**

SECTION 1. PURPOSES

- 1.1 Milltown United Soccer Club (“Corporation”) is organized for the following purposes, to the extent consistent with Section 501(c)(3) of the Internal Revenue Code of 1986:
- 1.2 To teach, govern, and promote the game of soccer for youth players primarily at the recreational level of play; and
- 1.3 To engage in any lawful, nonprofit activity.
1. Notwithstanding any other provision of Section 1, the Corporation is organized exclusively for charitable and educational purposes.

SECTION 2. AFFILIATION

The Corporation is affiliated with the United States Soccer Federation (“USSF”), the United States Youth Soccer Association (“USYSA”), the Oregon Youth Soccer Association (“OYSA”), and the Tualatin Hills Junior Soccer League (“THJSL”).

SECTION 3. MEMBERS

The Corporation shall have no members.

SECTION 4. DIRECTORS

- 4.1 **Powers.** All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, the board of directors.
- 4.2 **Qualifications.** All directors must be individuals who are 18 years of age or older. Directors need not be residents or citizens of Oregon or of the United States of America.
- 4.3 **Number.** The board of directors will consist of not fewer than three (3) and no more than seven (7) persons.
- 4.4 **Election and Tenure of Office.** Directors shall be elected annually by a majority vote of a quorum of the Board of Directors then in office. The President shall appoint a nominating committee of at least three (3) individuals, at least one of which shall be a member of the Board of Directors, which committee will propose a slate of candidates for election by the Board of Directors. The nominating committee shall submit its proposed slate of candidates at least one month prior to the Annual Meeting of the Board of Directors. Notwithstanding this method of nominating and electing Directors, the Board of Directors may fill any vacancy on the Board of Directors pursuant to Subsection 4.5 of these Bylaws.
- 4.5 **Vacancies.** A vacancy in the board of directors will exist on the death, resignation, or removal of any director. A vacancy in the board of directors may be filled by the board of directors at any meeting. Each director so elected will hold office for the balance of the unexpired term of his or her predecessor. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.
- 4.6 **Resignation.** A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice

specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

4.7 Removal. A director may be removed at any time, with or without cause, by vote of a majority of the other Directors.

4.8 Meetings. An annual meeting of the board of directors will be held at a time and place to be determined by the Board of Directors for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting. If the time and place of any other directors' meeting are regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. The board of directors may hold annual, regular, or special meetings in or out of Oregon.

4.9 Telephonic Participation.

4.9.1 The board of directors may permit any or all of the directors to participate in a regular or special meeting by, or to conduct the meeting through, the use of any means of communication by which either (a) all directors participating may simultaneously hear or read each other's communications during the meeting or (b) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

4.9.2 If a meeting is conducted through the use of a means described in Subsection 4.9.1, (a) all participating directors must be informed that a meeting is taking place at which official business may be transacted and (b) a director participating in the meeting by this means is deemed to be present in person at the meeting.

4.10 Action Without Meeting by Unanimous Written Consent. Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, be signed by each director, and be 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. As used in this Subsection 4.10, "written" includes a communication that is transmitted or received by electronic means, and "sign" includes an electronic signature. A consent under this Subsection has the effect of a meeting vote and may be described as such in any document.

4.11 Call and Notice of Meetings. The annual meeting and regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least five (5) days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, e-mail, or fax, to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The president or 20% of the directors then in office may call and give notice of a meeting of the board.

4.12 Waiver of Notice. A director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly on 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.

- 4.13 Quorum and Voting.** A quorum of the board of directors will consist of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken will be the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law requires the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.
- 4.14 Presumption of Assent.** A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:
- 4.14.1** At the beginning of the meeting or promptly on the director's arrival, the director objects to holding the meeting or transacting the business at the meeting;
 - 4.14.2** The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - 4.14.3** The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.
- 4.15 Board Committees.** The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee must consist of two or more directors who will serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors will apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors, but no committee of the board of directors may:
- 4.15.1** Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the Corporation's purposes;
 - 4.15.2** Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
 - 4.15.3** Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
 - 4.15.4** Adopt, amend, or repeal the articles of incorporation or bylaws.
- 4.16 Other Committees.** The board of directors may create one or more other committees. Members of these committees need not be members of the board of directors, but at least one director must serve on each such committee. These committees will have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.
- 4.17 Compensation.** Directors and members of committees may be reimbursed for any expenses that are determined by resolution of the board of directors to be just and reasonable. Directors will not otherwise be compensated for service in their capacity as directors.
- 4.18 Director Conflict of Interest.**

- 4.18.1** A conflict-of-interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect conflict of interest.
- 4.18.2** For purposes of this Subsection 4.18, a director of the Corporation has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Corporation.
- 4.18.3** A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the Corporation when it was entered into or is approved as provided in Subsection 4.18.4.
- 4.18.4** A transaction in which a director has a conflict of interest may be approved either (a) by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors or (b) by obtaining approval of (i) the Oregon Attorney General or (ii) an Oregon circuit court in an action in which the Attorney General is joined as party.
- 4.18.5** For purposes of clause (a) of Subsection 4.18.4, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this Section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (a) of Subsection 4.18.4 if the transaction is otherwise approved as provided in Subsection 4.18.4.

SECTION 5. OFFICERS

- 5.1 Designation; Appointment.** The officers of the Corporation will be a president, a vice president, a secretary, a treasurer, and any other officer that the board of directors may from time to time appoint. The officers will be appointed by, and hold office at the pleasure of, the board of directors. The same person may simultaneously hold more than one office, except for the offices of president and secretary.
- 5.2 Compensation and Term of Office.**
- 5.2.1** The compensation, if any, and the term of office of each officer of the Corporation will be fixed by the board of directors.
- 5.2.2** Any officer may be removed, with or without cause, at any time by action of the board of directors.
- 5.2.3** Any officer may resign at any time by delivering notice to the board of directors, the president, or the secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

- 5.2.4** No removal or resignation as provided in Subsections 5.2.2 or 5.2.3 will prejudice the rights of any party under a contract of employment.
- 5.3 President.** The president will preside at meetings of the board of directors, will ensure that the board of directors is advised on all significant matters of the Corporation's business, will act as a principal spokesperson and representative of the Corporation, will be the chief executive officer of the Corporation, will have the general powers and duties of management usually vested in a chief executive officer, and will have other powers and duties that may be prescribed by the board of directors or these bylaws.
- 5.4 Vice President.** The vice president will preside at meetings of the board of directors at which the president is absent and, in the absence of the president, will have the other powers and perform the other duties of the president. The vice president also will have other powers and perform other duties that may be prescribed by the board of directors.
- 5.5 Secretary.** The secretary will be responsible for preparing minutes of meetings of the board of directors and for authenticating records of the Corporation. The secretary will keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. The secretary will also have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.
- 5.6 Treasurer.**
- 5.6.1** The treasurer will be the chief financial officer of the Corporation and will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The treasurer will deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with those depositories that may be designated by the board of directors, will disburse or cause to be disbursed funds of the Corporation as may be ordered by the board of directors, and will have other powers and perform other duties that may be prescribed by the board of directors or these bylaws.
- 5.6.2** If required by the board of directors, the treasurer must give the Corporation a bond in such amount and with such surety specified by the board of directors for the faithful performance of the duties of the treasurer's office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office.
- 5.7 Head Coach.** The Head Coach organizes annual coaching and player clinics prior to summer practice, works with the coaches and assistant coaches during the season, and helps to recruit new coaches and assistants for all of the Corporation's programs. The Head Coach also acts as a central reference point for technical questions from coaches and parents, handles disciplinary actions in accordance with the Corporation's judicial procedures, and serves as the liaison between the Corporation and the THJSL Referee Coordinator.
- 5.8 League Representative.** The League Representative serves as the liaison between the Corporation and the THJSL.
- 5.9 Other Officers.** Other officers, assistant officers, or agents appointed by the Board of Directors shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors, except such duties as shall be exclusively delegated to the Board of Directors by statute, the Articles of Incorporation, or these Bylaws. Other officers or position that may be appointed from time-to-time include Registrar, Kick-and-Chase Coordinator, Equipment Manager, Field Representative, Kick-and-Chase Assistant, Web Page Coordinator,

Assistant Registrar, and High School Rec Coordinator. Unless otherwise specified by the Board of Directors, any assistant secretary or assistant treasurer shall have authority to exercise any powers delegated to them from the President or Treasurer, respectively, and in the absence of the President or Treasurer shall assume all powers and discharge all duties ordinarily exercised by such absent officer.

- 5.10 Qualifications of Officers.** All officers must be individuals and must submit to a criminal records check on an annual basis. An individual currently under probation or suspension under the Corporation's, THJSL's, or OYSA's judicial procedures is not eligible to be nominated for, elected to, or appointed to an officer position.
- 5.11 Assistants.** The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Any such assistant may exercise the powers of the secretary or treasurer, as the case may be, and will perform those duties that are prescribed by the board of directors.

SECTION 6. PLAYER ELIGIBILITY AND REQUIREMENTS

- 6.1 Youth Player.** A youth player is defined as an amateur who is eligible under current USYSA playing rules to compete in the U-19 or younger age division for the current season. The Corporation will not accept players under the age of five (5) years unless the following applies: the player is four (4) years of age and entering kindergarten during September of the current season.
- 6.2 Youth Player Eligibility.**
- 6.2.1** Youth players typically live within the boundaries of the Corporation; however, living within the Corporation boundaries is not a condition of membership. The Corporation boundaries are the attendance areas of the following schools: West Tualatin View, Cedar Mill, Terra Linda, Bonny Slope, Holy Trinity, Barnes, Ridgewood, William Walker and St. Pius X.
- 6.2.2** Youth players must be registered with the Corporation and pay the required Corporation fee. Players living outside the boundaries of the Tualatin Hills Park and Recreation District (THPRD) must also pay an out-of-district fee.
- 6.2.3** Every adult serving in an official Corporation capacity (e.g., coach, assistant coach, board member) must be registered with the Corporation and pay the required OYSA fee. It is the policy of the Corporation to pay these OYSA fees from Corporation funds.
- 6.2.4** All players and adults must abide by applicable Corporation, THJSL, and OYSA policies and procedures.

SECTION 7. COACHES

- 7.1 Selection and Assignment.**
- 7.1.1** The Registrar, Head Coach, Kick-and-Chase Coordinator, and High School Rec Coordinator will work together and with other members of the Board to identify, select, and assign coaches for all Corporation teams.
- 7.1.2** Preference in assignments will be given to returning coaches and others who have demonstrated the knowledge, skills, abilities, and temperament to manage youth players in a team environment.

7.2 Background Checks.

- 7.2.1** All Corporation coaches and assistant coaches must submit to a criminal records check on an annual basis.
- 7.2.2** Pursuant to Corporation and OYSA policies, the Board of Directors will investigate and take appropriate action whenever a criminal records check reveals derogatory information.

7.3 Responsibilities

- 7.3.1** The primary duty of the team coach is to teach the game of soccer to youth players. Working with such assistants as the coach selects, the coaching staff will focus on the development of individual and team skills and foster good sportsmanship regardless of playing conditions and/or game results.
- 7.3.2** The coach shall assure that every youth player assigned to the team plays at least one half (1/2) of every game for which the player suits up. Exceptions may be made for illness, injury, repeated failure to practice, and unsporting behavior. However, the coach shall ensure that any restriction in playing time for behavioral or disciplinary reasons is conveyed to the player's parent(s) or guardian(s).
- 7.3.3** The coach shall ensure that his/her behavior on the playing and practice fields is beyond reproach. Similarly, the coach shall hold himself/herself accountable for the actions of team players and parents on and around the playing field.
- 7.3.4** The coach shall be responsible for all Corporation property assigned to the team.
- 7.3.5** The coach's failure to comply with any of the coach's responsibilities set forth above may result in disciplinary action by the Corporation's Board of Directors.

SECTION 8. TEAMS

8.1 Team Formation.

- 8.1.1** Age groups U-6 and U-7. Teams are gender specific and consist of players from both the U-6 and U-7 age groups unless otherwise requested and approved by the Board, team coach, and the Registrar. Teams will be formed by the Kick-and-Chase Coordinator according to policies adopted by the Board.
- 8.1.2** Age groups U-8 through U-14. Teams are gender and age specific unless otherwise requested and approved by the Board, team coach, and the Registrar. Teams will be formed by the Registrar according to policies adopted by the Board and the THJSL.
- 8.1.3** High School Recreation Age Groups. Teams are co-ed and consist of high-school-age players. Teams will be formed by the High School Rec. Coordinator according to policies adopted by the Board and the THJSL.

- 8.2** **Team Size** will be regulated under policies adopted by the Board and the THJSL. Any team may exceed the standard with approval from the Board, team coach, and the appropriate age group program coordinator (i.e., Kick-and-Chase Coordinator, Registrar, or High School Rec. Coordinator).

8.3 Team Names.

- 8.3.1** Kick-and-Chase (U-6 and U-7) team names will be assigned by the Kick-and-Chase Coordinator using the name and age group.
- 8.3.2** Names for U8-U14 teams will be assigned by the Registrar using the Coach's name and age group.
- 8.3.3** Names for high school rec. teams will be assigned by the High School Rec. Coordinator.

SECTION 9. REGISTRATION AND MEDICAL INFORMATION. No youth player will be allowed to practice or play with a Corporation team until the team coach has received:

- 9.1** A written or verbal confirmation from the appropriate age group program coordinator (i.e., Kick-and-Chase Coordinator, Registrar, or High School Rec. Coordinator) that the player has been registered with OYSA; and
- 9.2** A medical information form and statement of parental consent for emergency medical care for the player.

SECTION 10. RULES AND REGULATIONS

10.1 Rules of the Game.

- 10.1.1** The Federation Internationale des Football Association (FIFA) "Laws of the Game," as modified by the USYSA, OYSA, and THJSL for regular season and tournament play, provide the basic rules for games played by Corporation teams.
- 10.1.2** Violations of the rules of the game by youth players, coaches, and spectators will be dealt with as the FIFA Laws and THJSL and Corporations Judicial Procedures dictate.

10.2 Judicial Procedures of the Corporation. The Corporation shall maintain judicial procedures to define procedures for the handling of disciplinary problems arising from Corporation-related activities. Such procedures may be consistent with USYSA, OYSA, and THJSL judicial procedures; provided, however, that the Corporation's Board of Directors shall retain the ultimate discretion with regards to all disciplinary actions undertaken by the Corporation.

10.3 Power to Suspend. The Corporation has the power to suspend a member as deemed necessary in accordance with Subsection 10.2, whereupon a majority vote of the Board of Directors for such persons affiliated with the Corporation who are not members of the Board of Directors.

SECTION 11. NONDISCRIMINATION. The Corporation will not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, national origin, disability, or familial status.

SECTION 12. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS.

The Corporation shall indemnify, to the fullest extent permitted by the Oregon Nonprofit Corporation Act, any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, trustee, officer, employee or agent of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, trustee, officer, employee or agent, or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise.

In addition, the Corporation shall pay for or reimburse any reasonable expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Oregon Nonprofit Corporation Act.

Indemnification provided hereunder shall continue to cover any director, officer, trustee, employee or agent after such person ceases to serve in said capacity and shall inure to the benefit of such person's heirs, executors and administrators.

The right to indemnification conferred by this Section shall be considered a contract right between the Corporation and any such person entitled to indemnity hereunder.

SECTION 13. GENERAL PROVISIONS

- 13.1 Amendment of Bylaws.** The board of directors may amend or repeal these bylaws or adopt new bylaws by majority vote.
- 13.2 Inspection of Books and Records.** All books, records, and accounts of the Corporation will be open to inspection by the directors in the manner and to the extent required by law.
- 13.3 Checks, Drafts, etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation must be signed or endorsed by the person or persons and in such manner that may be determined from time to time by resolution of the board of directors.
- 13.4 Deposits.** All funds of the Corporation not otherwise employed must be deposited to the credit of the Corporation in those banks, trust companies, or other depositories as the board of directors or officers of the Corporation designated by the board of directors select, or be invested as authorized by the board of directors.
- 13.5 Loans or Guarantees.** The Corporation may not borrow money and no evidence of indebtedness may be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364(1), the Corporation may not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the Corporation.
- 13.6 Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless authorized by the board of directors, no officer, agent, or employee will have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.
- 13.7 Insurance.** The Corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the Corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the Corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.
- 13.8 Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

13.9 Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these bylaws.

13.10 Dissolution of Club.

13.10.1 Should the Club be dissolved, all monetary and physical assets remaining after payment of all debts shall be turned over to the Tualatin Hills Junior Soccer League, or to another IRS tax-exempt charitable organization for programs promoting youth soccer within the geographic area served by the Beaverton School District.

13.10.2 Should the club merge with another, all assets shall be transferred to the surviving entity by the end of the fiscal year.

The foregoing bylaws were duly adopted by the board of directors of Milltown United Soccer Club on _____, 2013.
