

BYLAWS  
OF  
CANBY KIDS, INC.  
AMENDED April 8, 2009

ARTICLE I

NAME

The name of this organization shall be known as CANBY KIDS, INC., an Oregon Non-Profit Corporation as defined and provided for in the Oregon Revised Statutes, Chapter 65.

ARTICLE II

PURPOSE

The purpose of CANBY KIDS, INC., shall be for the facilitating, coordinating, promoting, encouraging, advising, communicating, representing and providing a governing body for youth sports activities in and around the community of Canby, Oregon.

ARTICLE III

MEMBERSHIP

Members of CANBY KIDS, INC., shall be those players, parents of players, coaches, sponsors of youth sports coordinated by CANBY KIDS, INC., and members of the Canby community actively involved with youth sports who are interested in the youth athletic programs in the community of Canby, Oregon. Voting members shall consist of the Executive Board members as defined in ARTICLE V, Section 1.

ARTICLE IV

MEETINGS

Section 1. Annual Meeting: The annual meeting of CANBY KIDS, INC., shall occur during the month of February of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the date designated herein for any annual meeting of the members, or at any adjournment thereof, the Executive Board shall cause the election to be held as a special meeting of the members as soon thereafter as conveniently may be held. Written or printed notice, stating the place, date and hour of the special meeting shall be published not less than thirty nor more than fifty days prior to the date of the special meeting in the local newspaper or general circulation in the community of Canby, Oregon.

Section 2. Special Meetings: Special meetings of the members of CANBY KIDS, INC., shall be called for any purpose or purposes by the President or a majority of the Executive Board members entitled to vote at an executive board meeting. Notice of a

special meeting shall be given by or at the direction of President or the Secretary by publishing notice in the local newspaper for general circulation in the Canby, Oregon, area in the same manner as hereinabove provided for at the annual meeting, except that the purpose or purposes for which a special meeting is called shall be stated in the notice of the special meeting.

Section 3. Place of Meeting: Meetings, whether annual or special, of the CANBY KIDS, INC., shall be held at the registered office of the corporation unless notice is given in accordance with Section 1 of this article that the particular meeting shall be held at some other place either within or without the City of Canby designated by the Executive Board.

Section 4. Quorum, Waiver of Notice: A quorum necessary to conduct business at any annual or special meeting of members of CANBY KIDS, INC., shall be a majority of presidents (or representatives) from the sports and a majority of Members at Large entitled to vote and said number shall constitute a quorum at a meeting of the members. The affirmative vote of a majority of the members represented at the meeting and entitled to vote on subject matters shall be the act of the members. If a quorum cannot be present at an annual or special meeting, a majority of members present, either in person or by proxy, may adjourn to such time and place as may be decided upon by the holders of the majority of the membership present, and notice of such adjournment shall be given in accordance with Section 1 of this ARTICLE, but if a quorum be present, adjournment may be taken from day to day or to such time and place as may be decided by the holders of the majority of the membership present, and no notice of such adjournment need be given. No business shall be transacted at an adjourned meeting that could not have been transacted at the meeting from which the adjournment was taken. Whenever any notice is required to be given pursuant to statute, to the Articles of Incorporation or to these Bylaws, a waiver thereof signed by the members entitled to notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Any member attending a meeting without objection thereto shall be deemed to have waived notice of such meeting. Notice otherwise complying with the terms hereof may be given by US Mail or electronic mail.

Section 5. Proxies: At all meetings of members, a member may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact, or representative. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

## ARTICLE V

### EXECUTIVE BOARD

Section 1. The business affairs of CANBY KIDS, INC., shall be managed by the Executive Board, also known as the Board of Directors.

Section 2. The members of the Executive Board should be currently servicing Presidents, or their designated representatives, from the following individual sports: Canby Junior Baseball, Canby Wildcat Softball, Canby United Soccer Association, Canby Youth Football, and Canby Youth Lacrosse together with other recognized sports, together with four at-large positions.

Section 3. The four at-large members shall be elected for a two-year term. The election of these at-large members shall occur during the annual meeting of CANBY KIDS, INC. It is the intent that the election of at-large members be based on a staggered basis, as much as possible, so as to provide continuity within the organization.

Section 4. Meetings: A regular annual meeting of the Executive Board shall be held immediately after and at the same time as the annual meeting of the members of the CANBY KIDS, INC., or within thirty days as determined by the Executive Board. No notice of said annual meeting other than this By-law need be given unless the meeting is to be held at a place other than the registered office of the corporation, in which case said notice shall be given in the manner provided in Section 1 of Article I of these By-laws.

The Executive Board may provide, by resolution, the time and place for holding additional regular meetings, without other notice than such resolution. Special meetings of the Executive Board may be called by or at the request of the President or any member of the Executive Board. Notice of any special meeting shall be given at least two days prior thereto by written notice delivered personally, or mailed to each director at his/her home or business address, or by other electronic transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mails so addressed, with postage thereon prepaid.

Directors may waive notice of meetings of the Executive Board and a waiver thereof, signed by the director entitled to notice, equivalent thereto. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where the 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.

Section 5. Removal: Any at large member, at a special meeting of the members called for that purpose, may be removed from office by a majority vote of the members attending the meeting, provided that said members constitute a quorum. If the board or any one or more directors is so removed, new directors may be elected at the same meeting. Individual sport Presidents, serving on the CANBY KIDS, INC., executive board, may be removed after written notice is provided to the said sport's Board of Directors.

Section 6. Quorum and Voting: A quorum necessary to conduct business at any executive board meeting of CANBY KIDS, INC., shall be one quarter of the presidents (or representatives) from the member sports and one third of the Members at Large. If at any meeting of the Executive Board there shall be less than a quorum present, a majority of the members present may adjourn to such time and place as may be decided by the majority of the Executive Board present, and notice of such adjournment shall be given in

accordance with these Bylaws, but if a quorum be present, adjournment may be taken from day to day or to such other times and places as may be decided on by the majority of the members present, and no notice of such adjournment need be given. When a quorum exists, action may be taken by a majority vote of the members of the Executive Board present.

Section 7. Vacancies: Vacancies in the Executive Board shall be filled by a majority vote of the remaining members of the Executive Board through no less than a quorum. An interim member of the Executive Board selected to fill a vacancy shall hold office until his/her successor shall have been elected and qualified. During the existence of any vacancy, the remaining members of the Executive Board shall possess and may execute all powers vested in the Executive Board. Any position to be filled by reason of any increase in the number of members of the Executive Board shall be filled by election at an annual meeting or special meeting of members called for that purpose.

## ARTICLE VI

### OFFICERS AND AGENTS

#### Section 1. Executive Officers

- (a) Officers: The officers of this organization shall consist of a President and Secretary/Treasurer. All officers shall serve without pay.
- (b) Election and Tenure: The officers of this organization shall be elected by the Executive Board at its first meeting and thereafter at each regular annual meeting. In the event of a failure to hold the annual meeting as herein provided, officers may be elected at any time thereafter at a special meeting of the Executive Board called for that purpose. These officers shall hold office for a term of one year and/or until his/her successor may be elected. All officers and agents of the Executive Board shall be subject to removal at any time by vote of a majority of the entire Executive board whenever in the judgment of the Executive Board the best interests of the organization will be served by such removal, without prejudice, however, to any contract rights of the person so removed.
- (c) Vacancies: A vacancy in any office shall be filled by the Executive Board at any regular meeting, or at any special meeting called for that purpose. The President may fill the vacancy temporarily until the meeting occurs.

Section 2. President: The President shall be the Chief Executive Officer and have general and active charge of the business and management of the corporation subject to the control by the Executive Board. When present, the President shall preside in all meetings of the members of the Executive Board. The President is authorized to sign all certificates of membership and all deeds, notes, mortgages, contracts, including those in any way affecting the business of the organization, or as may be required in the regular course of the organization's business. The

President shall have the power to appoint and discharge agents and employees, subject to approval by the Executive Board. Additionally, the President shall be limited to spending corporate funds, not to exceed \$200.00 without prior authorization from the Executive Board. In absence or disability, the President shall name his/her replacement. In the event of death of the President, a special meeting shall be called by the Secretary/Treasurer for the purpose of electing a replacement.

Section 3. Secretary/Treasurer: The Secretary/Treasurer shall give such notices of meetings of the members of the Executive Board as required by these Bylaws, and shall keep a record of proceedings of such meetings. Such records shall be kept at the principal or registered office of the corporation. The Secretary/Treasurer shall have custody of all books, records, and papers of the corporation except those which are in the care of some other person authorized to have custody and possession thereof by resolution of the Executive Board. The Secretary/Treasurer shall, with the President, sign all certificates of membership of this corporation, if any. The Secretary/Treasurer is authorized to sign, with the President, in the name of the corporation, all deeds, notes, mortgages, or contracts involving the corporation. The Secretary/Treasurer shall submit such reports to the Executive Board as may be required by them from time to time. Additionally, the Secretary/Treasurer shall account for all monies of the corporation received and distributed, and shall deposit all monies in the name of and to the credit of the corporation at such banks and depositories as the Executive Board may designate, subject to withdrawal in the manner to be determined by the Executive Board, and subject to the executive Board, shall keep safely all securities and valuables of this corporation, and shall from time to time make such reports to the officers, Executive board and members as may be required. The Secretary/Treasurer shall also perform such other duties as the Executive Board shall from time to time delegate.

Section 4. Special Appointment: the Executive Board may appoint such other officers, assistant officers, agents, and administrators, as it shall be necessary or desirable. Such personnel being appointed shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Executive Board.

Section 5. Operational Committees: The Executive Board may, from time to time, appoint committees for such purposes as designated by the Executive Board. Each committee shall have such powers and perform such duties as may be delegated and assigned to the committee from time to time by the Executive Board, except such powers as prohibited under ORS Chapter 65, or as may be amended. However, all matters transacted by the committee in the name of the organization shall be submitted to and ratified by the Executive Board at its next regular or special meeting.

## ARTICLE VII

### INDEMNITY

Any person made a party to any action, suit, or proceeding by reason of the fact that he/she or any person, from whom he/she would inherit by will or intestacy, is or was a director, officer, employee, or agent of this corporation, or any corporation which he/she served as such at the request of this corporation, shall be indemnified by this corporation against the reasonable expenditures, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit, or proceeding or any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such officer, director, employee, or agent is liable for negligence or misconduct in the performance of his/her duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, employee, or agent may be entitled apart from the provisions of this section. The amount of the indemnity to which any officer, director, employee, or agent may be entitled shall be fixed by the Board of Directors.

## ARTICLE VIII

### COORDINATION OF YOUTH SPORTS

As the entity designated to facilitate, coordinate, promote, encourage, advise, provide communication, and provide a governing body for the youth programs in the Canby community, CANBY KIDS, INC. shall require all youth sports subject to, recognized by, and operating under the organizational authority of CANBY KIDS, INC., to:

Section 1. Apply for recognition and authority to act under the umbrella of CANBY KIDS, INC. by

- (a) Identifying the goals and purposes of the youth sports program,
- (b) Identifying the youth sports program to be promoted,
- (c) Verifying that the organization is intended to provide and promote a youth sports program in the Canby community, and
- (d) Verify that the youth sports program is subject to the governing rules and regulations of CANBY KIDS, INC.

Section 2. Receive acceptance into CANBY KIDS, INC. by a majority vote of the Executive Board.

Section 3. Subject to approval by the Executive Board, provide a current copy or proposed copy of the Bylaws of said youth sports program to the Secretary/Treasurer, as well as a copy of any amendments within 30 days of its effective date.

Section 4. Accept and comply with all nonprofit rules and regulations as may be established by and for CANBY KIDS, INC. These rules include financial rules set forth by CANBY KIDS, INC.

Section 5. Advise the Executive Board as to any change in the officers or the Board of Directors of the youth program within 60 days of any such change.

## ARTICLE IX

### AMENDMENTS

These Bylaws may be adopted, altered, amended, or repealed, in whole or in part, at any regular or special meeting by the Executive Board of CANBY KIDS, INC.

## ARTICLE X

### DISTRIBUTION OR DISSOLUTION

In the event of dissolution of this organization, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money or other property received by the organization from any source after the payment of all debts and obligations of the organization, shall be used or distributed exclusively for the purposes within the intentment of Section 501(c) of the Internal Revenue Code as it now exists or as it may be amended from time to time.

## ARTICLE XI

### RULES FOR PROCEDURE

In all cases not otherwise provided for by these Bylaws, this organization shall be governed by the Roberts Rules of Orders.

## ARTICLE XII

### ACTION WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the Executive Board or any other action which may be taken at a meeting of the Executive Board, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Executive Board members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of such Executive Board at a regularly convened meeting and may be stated as such in any articles or documents filed with the Secretary of State, any governmental authority person or entity.

### ARTICLE XIII

#### WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of this organization pursuant to the provisions of these Bylaws, or under the provisions of the Oregon Non-profit Corporation Law, a waiver thereof in writing, signed by the person or persons before or after the holding of the meeting, shall be deemed equivalent to giving of such notice. The presence of a member of the Executive Board at any such meeting shall constitute a waiver of any notice required for such meeting, except where said member of the Executive Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Dated this 8<sup>th</sup> day of April 2009

Matt Madeira  
President

Vicki Pounds  
Secretary/Treasurer