

*Adopted by the Board of Directors on January 28, 2019, subject to the ratification by membership of Section 3.5.*

# BYLAWS

## THE SALLE AURIOL FENCER CLUB NORTHWEST FENCING CENTER

### **Article I: Definitions**

§1.1 Member in Good Standing- any person accepted for membership in The Salle Auriol/Northwest Fencing Center, whose payments of required fees are not delinquent, who has signed the applicable code of conduct, and who has no disciplinary actions currently in force or pending against that person. All members in good standing are eligible to vote in elections.

§1.2 Junior Member- any member who is under the age of 18, whose fees are paid, and who has personally signed the applicable code of conduct. The Parents or Guardians of a Junior Member must sign the Parent Code of Conduct.

§1.3 Indemnified Person- any person who is or was: (a) a director, officer, member of a committee, employee or, to the extent authorized by the Board of Directors in the specific case, an agent of Salle Auriol; or (b) a fiduciary within the meaning of the Employee Retirement Security Act of 1974 (ERISA) with respect to any employee benefit plan of Salle Auriol/NW Fencing Center, whether or not serving in such capacity at such time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under these Bylaws.

§1.4 Proceeding- includes any threatened, pending, or completed action, suit, or other proceeding, whether brought against Salle Auriol/NW Fencing Center or otherwise, and whether of a civil, criminal, administrative, or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the person being an Indemnified Person.

### **Article II: Name and Purpose**

§2.1 The Salle Auriol Fencing Club does business as and is generally known as Northwest Fencing Center (NW Fencing Center, or NWFC).

§2.2 This corporation shall be organized and operated exclusively to foster national or international amateur sports competition. Subject to the limitations stated in the Articles of

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Incorporation the purpose of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions and Section 501(c)(3) of the Internal Revenue Code (or it's corresponding future provisions).

§2.3 This corporation's primary purpose shall be:

- a) To provide facilities for regular supervised training, instruction, and competition in the art and sport of fencing;
- b) To provide programs of supervised and qualified instruction with trained coaches in the art and sport of fencing;
- c) To foster the development and training of individual athletes and teams for participation in local, regional, national, and international fencing competitions;
- d) to foster fellowship between persons with a common interest in the art and sport of fencing;
- e) To instruct the public and provide general information with respect to the art and sport of fencing and the benefits to be derived from participation therein through lectures and other programs on the subject useful to the individual and beneficial to the community.

### **Article III: Members**

§3.1 Classes and Voting. There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation. Junior members are not themselves eligible to vote, however one parent or guardian of each junior member in good standing, as listed on the junior member's online application may exercise a vote in their name and may serve on the board.

§3.2: Qualifications. Any person interested in fencing may apply for membership by completing the necessary application, signing the applicable code of conduct, and paying the applicable fees. In the case of Junior Members, applications and codes of conduct must also be signed by the applicant's parent or legal guardian. Membership approval will be conditioned on approval by the Executive Director. Membership is not decided on professional or amateur standing, and may not be denied to any applicant on the basis of race, creed, color, gender, age, country of origin, disability, or sexual orientation, or any other class which may be protected by State or Federal Law.

§3.3 Termination of Membership. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the

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termination and the reasons for the termination and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court

§3.4 Annual Meeting. The annual meeting of the members shall be held in May each year at a place and time to be determined by the Board of Directors.

§3.5 Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least fifteen percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

§3.6 Notice of Meeting. Notice of all meetings of the members shall be given to each member at the last address or email address of record by email or first-class mail at least 7 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting. NWFC explicitly adopts the use of email to provide notice to members. Notice will be sent to members to the current email listed in the on-line registration and payment portal.

§3.7 Quorum and Voting.

a) Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members represented and voting is the act of the members, unless these Bylaws or the law provide differently. [Thus, if only 15 eligible votes appear for an annual meeting, the quorum number will be 15, and a majority vote can be carried by 8 votes in support of an item.]

b) Any action which may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a ballot to each member entitled to vote on the matter. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action, or to abstain. Approval by ballot shall be valid only if the number of votes cast by ballot equals or exceed any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Ballots may be distributed by electronic means to the email address registered for each eligible member in the online portal.

c) All solicitations for votes by ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify a reasonable time by which a ballot must be received by the corporation in order to be counted.

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§3.8 Proxy Voting. A member may vote by proxy. In order to do so, the member must sign the "Proxy Vote" form (available on the member portal) and deliver it to the Board of Directors' Secretary, either electronically from the member's email account or in writing 24 hours before the vote in question. Proxies are valid for a minimum of 24 hours and a maximum of 11 months unless withdrawn in writing to the Secretary. Proxies may be withdrawn by sending notice to the Secretary, in writing, either via email or letter.

#### **Article IV: Board of Directors**

§4.1 Duties. The affairs of the corporation shall be governed by Board of Directors, as elaborated by Board Policies. The Board shall hire an Executive Director to manage day-to-day operations. Any administrative duty not retained by the board is delegated to the Executive Director.

§4.2 Number and qualifications. The number of Directors may vary between a minimum of eight and a maximum of sixteen. The exact number of directors shall be fixed by resolution of the board of directors. All Directors must be members of NWFC or be the parent or guardian of a Junior Member and comply with NWFC requirements for board members. All Directors must be members of USA Fencing and comply with the USA Fencing requirements for board members.

§ 4.3 Junior Board Member. The Board of Directors has the option to invite a Junior Member to be a participating, non-voting member of the board. The term for a Junior Member Board position is one year, and the Junior Board Member serves at the pleasure of the President and may be removed for any reason.

§4.4 Term and Election. The term of office for Directors shall be two years. A director may serve up to two terms, or a limitation of four years service on the Board of Directors without a break. The Board shall be elected by the majority of the members at the annual meeting of the members. A term shall run from September 1 of the current year through August 31 of the second year. One half of the Board of Directors shall be up for election at each annual meeting, providing for staggered terms. The board shall elect its own officers.

§4.5 Removal.

a) By NWFC Members: Any Director may be removed, with or without cause, at meeting called for that purpose, by a vote of an absolute majority of the members entitled to vote at an election of Directors.

b) By NWFC Board of Directors: Any member of the Board of Directors may be removed by a vote of  $\frac{2}{3}$  the Board of Directors, then in office, with or without cause. The Board President shall vote on this decision.

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§4.6 Resignation. Any Director may resign from the Board of Directors upon submission of written notice, including via email, to the Secretary & President of the Board, and shall be effective immediately upon delivery.

§4.7 Vacancies. Vacancies on the Board of Directors and newly created Board positions may be filled by a majority vote of the Directors then on the Board of Directors at the next possible meeting.

§4.8 Quorum and Action.

A quorum at a Board meeting shall be a majority of the number of Directors in office immediately before the meeting begins, or at least  $\frac{1}{3}$  of directors then serving. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

§4.9 Proxy Voting. A board member may vote by proxy at any meeting but does not count toward the quorum requirements. In order to do so, the board member must notify the Board of Directors' Secretary, either electronically from the member's email account or in writing 24 hours before the vote in question. Proxies are valid for a minimum of 24 hours and a maximum of 3 board meetings, unless withdrawn in writing to the Secretary. Proxies may be withdrawn by sending notice to the Secretary, in writing, either via email or letter.

§4.10 Regular Meetings. Regular Meetings of the board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.

§4.11 Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors, Executive Committee, or NWFC Executive Director. Notice of such meetings, describing the date, time, places and purpose of the meeting, shall be delivered to each Director personally or by telephone, by mail, or via email not less than 2 days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the Director at the address shown in the corporate records, is effective when mailed. Email shall be delivered to the Board of Directors official NWFC email address.

§4.12 Meeting by Telecommunication or Computer. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications, web meeting, or electronic means as long as all Directors can hear or read each other's communications during the meeting or all

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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. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

§4.13 Action by Consent. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign. If an issue warrants or begins a discussion, it does not qualify to be taken under this provision.

## **Article V: Officers**

§5.1 Titles and Qualifications. The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer. All officers must be Board Members.

§5.2 Election. The Board of Directors shall elect the officers to serve one-year terms. An officer may be reelected without limitation on the number terms s/he may serve, subject to the limitation of board service.

§5.3 Vacancy. A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

§5.4. Other Officers. The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

§5.5 President. The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors. The President shall vote only in the case of a tie vote, or in the case of proposed removal of a board member or the proposed addition of a board member.

§5.6 Vice President. The Vice President shall act in the position of the President when the President is not available. The Vice President shall have additional powers and duties as prescribed by the Board of Directors.

§5.7 Secretary. The Secretary shall have overall responsibility for: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions, (b)

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elections and resignations, and (c) any other duties as may be prescribed by the Board of Directors.

§5.8 Treasurer. The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall chair the Finance Committee and oversee the following: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

#### **Article VI: Committees**

§6.1 Executive Committee. The Officers of the Board of Directors shall operate as the Executive Committee. The Executive Committee shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions.

§6.2. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees either standing or temporary/ad hoc committees and shall be composed of NWFC members approved by the Board of Directors and must comply with NWFC requirements for committee members

§6.3 Composition of Committees Exercising Board Functions. Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of all Directors in office at that time.

§6.4 Quorum and Action. A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

§6.5 Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale pledges or transfer of all or substantially all of the Corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

#### **Article VII: Corporate Indemnity**

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This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made a party to an action, suit, or other proceeding by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limited the corporation's obligation to indemnify any person shall have any effect on such obligation for any act of omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification — substantively, procedurally, and otherwise.

#### **Article VIII: Amendments to Bylaws**

The board of Directors may vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of Directors present, if a quorum is present. Any amendment to the Bylaws to increase the Quorum required for any member action or to add to, change or delete the vote required for any member action must be approved by the members. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.