

**BY LAWS of
THURSTON FOOTBALL ASSOCIATION
A NONPROFIT CORPORATION**

ARTICLE I – NAME & REGISTERD OFFICE

The name of this Corporation shall be Thurston Football Association. The principal office of the Corporation shall be located at Thurston High School, 333 North 58th Street, Springfield, Oregon, 97478.

ARTICLE II – PURPOSE

Section 1 – Purpose. Said corporation is organized exclusively for charitable purposes, more specifically to lay a foundation for academic success by building self-esteem and self-discipline of the Thurston High School football players by 1) promoting a positive image to the community with values such as sportsmanship, cooperation and respect for others, 2) raising funds to support team activities and promote team unity, and 3) offering scholarships to those who would otherwise be unable to participate. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Section 2 – No private inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

Section 3 – No lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

Section 4 – Dissolution. Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 5 – Private Foundation. In the event that the Corporation fails to qualify as a public charity under federal tax law and is considered a private foundation, the corporation shall comply with the following: a) It will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed taxable income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; b) It will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue code, or corresponding provisions of any later federal tax laws; c) It will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; d) It will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and e) It will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

Section 6 – Loans. The corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE III – MEMBERS

Section 1 – Members. The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Number, Election and Term of Office. The number of the directors of the Corporation shall be eight (8). This number may be increased or decreased at the discretion of the Board but shall in no case be less than five (5). The Board of Directors shall be elected each year at their annual meeting by a vote of the persons present. Directors may be elected for successive terms. Nominations for the Board will be taken and a ballot created. In the event the position of President is vacant, the Vice-President

will automatically become President with no vote necessary. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 2 – Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose.

Section 3 – Duties and Powers. The Board shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporation, except as limited by statute. There shall be eight (8) positions of the Board, consisting of a President, Vice President, Secretary, Treasurer, Merchandise Director, Event Director, Volunteer Coordinator, Publicity Director and such other officers as the Board may from time to time deem advisable. Their duties are as follows:

The *President* shall convene regularly scheduled meetings, shall preside or arrange for another Director to preside at each meeting in the following order: Vice President, Secretary, Treasurer. The President will be responsible for ensuring State and Federal reports are filed appropriately.

The *Vice President* shall be responsible for the development and maintenance of memberships and fund raising activities.

The *Secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of the minutes and agendas to each board member, and assuring that corporate records are maintained.

The *Treasurer* shall provide a report on income and expenses at each board meeting. They shall make financial information available to board members and to the public as required.

The *Merchandise Director* is responsible for the purchasing and inventory of apparel, stickers and other items as determined by the Board.

The *Event Director* shall be responsible for the organization of team meals, team BBQ's and other such events as directed by the Board.

The *Volunteer Coordinator* shall maintain a list of volunteers and assist other Directors in staffing, as needed.

The *Publicity Director* shall be responsible for the publicity of the corporation.

Section 4 – Annual Meeting. An annual meeting of the Board shall be held on the first Wednesday of February each year, unless rescheduled by the Board. The Board from time to time, may provide by resolution for the holding of other meetings of the Board, and may fix the time and place thereof.

Section 5 – Meetings. Regular meetings of the Board shall be held whenever called by the President or by one of the Directors, at such time and place as may be specified in the respective notice or waivers of notice thereof. Typically, future meeting dates will be designated at the current meeting.

Section 6 – Notice and Waiver. Notice of any special meeting shall be given at least five days prior to the special meeting by verbal or written notice delivered personally, by telephone, mail, email, or by facsimile to each Director at his or her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 7 – Quorum and Adjournments. At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

Section 8 – Board Action. At all meetings of the Board, each Director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book.

Section 9 – Telephone Meetings. Directors may participate in meetings of the Board through use of a telephone if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 10 – Resignation and Removal. Any director may resign at any time by giving written notice to another Board member, the President, or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board.

Section 11 – Compensation. No stated salary shall be paid to directors, as such for their services, but by resolution of the Board, a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from service the Corporation in any other capacity and receiving compensation therefore.

Section 12 – Liability. No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE V – COMMITTEES

Section 1 – Committees. The Board of Directors may, by resolution, designate one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution(s) creating such committee(s). Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

Section 2 – Restrictions. A committee of the Board may not: a) Authorize distributions; b) Approve the transfer of the corporation's assets; c) Elect, appoint or remove Directors or fill vacancies on the board or on any of its committees; or d) Adopt, amend or repeal the Articles of Incorporation or Bylaws.

ARTICLE VI – BOOKS, RECORDS AND REPORTS

Section 1 – Annual Report. The President of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors.

Section 2 – Permanent Records. The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings and membership records of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

Section 3 – Inspection of Corporate Records. The members of the Corporation shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation.

Section 4 – Checking Account. A checking account will be maintained for the Corporation and two board members will be required to sign every check. Typically, this will be the President and the Treasurer.

ARTICLE VII – FISCAL YEAR

Section 1 – Fiscal Year. The fiscal year of the Corporation shall be March 1st through February 28th/29th and is the tax year of the Corporation for federal income tax purposes.

ARTICLE VIII – CORPORATE SEAL

Section 1. Seal. The Corporation will not use a corporate seal. The absence of such a seal will not affect the validity of any documents.

ARTICLE IX – AMENDMENTS

Section 1 – Articles of Incorporation. The Articles of Incorporation may be amended by the Board of Directors.

Section 2 – Bylaws. These Bylaws may be amended by the Board of Directors.

ARTICLE X – INDEMNIFICATION

Section 1 – Indemnification. Any officer, director, or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law.

Section 2 – Insurance. The corporation may but is not required to obtain insurance providing for indemnification of directors, officers, and employees.

Certified to be the Bylaws of the corporation adopted by the Board of Directors on March 14, 2006.

Angela Jaros
Secretary