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ARTICLE I - Name, Objective, & Location

1.1 Name. The name of this organization shall be Portland NetRippers Football Club using the short name “NetRippers FC”, and abbreviation “NRFC”.

1.2 Objectives. Our objectives are to attract LGBTQ players and allies of all skill levels, encourage team building and promote health and wellness through exciting recreational and competitive soccer, and expand our sense of community through involvement with local benefits.

1.3 Registered Office & Registered Agent. The registered office of the corporation shall be located in the Portland Metro Area of Oregon at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent is the acting Board Chair.

ARTICLE II - Board of Directors

2.1 Numbers and Powers. The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of twelve (12). Positions will be open only to club Annual Members. The positions shall be elected or appointed for terms of one or two years by the NRFC Members. Positions shall hold office until their successors are elected and qualified. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

2.1.1 Appointed, Non-Voting Board Members. The Ex-Oficio position will be appointed by current/incoming Board members. This Board position will not have voting power but will be counted for purposes of meeting quorum.

2.2 Designations.

1. **Co-Chair (2)**. The Co-Chair is an **elected, two (2) year term** position. The Co-Chair shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, shall ensure the Board of Directors is meeting its responsibilities, and shall act as registered agent. The Co-Chair shall act as signatory on financial disbursements. The Co-Chair shall perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:
 - a. Ensure the short and long-term success of the organization by driving the direction of the board
 - b. Produce an annual report to summarize activities and finances
 - c. Coordinate Annual Elections
 - d. Lead Board meetings, including setting of agenda and facilitation of meetings
 - e. Lead the development of annual committees and work with board members to ensure the success of committees
 - f. Onboard new board members, ensuring all have proper log-in information at beginning of term
 - g. Monitoring compliance with governing state and federal entities
 - h. Familiarity with all legal documents
 - i. Building and maintaining relationships with other state, regional, national, and international clubs and partners

- j. Ensuring the Board of Directors has plans and executes against required tasks to achieve responsibilities
 - k. Notifying club members if issues go unresolved, directors resign, significant club issues need to be discussed
 - l. Handling external communication including providing input, direction, and management of NRFC affiliated media outlets (website, Facebook, etc.)
 - m. Appointing the chairpersons of committees, in consultation with other Board members
2. **Treasurer.** The Treasurer is an **elected, one (1) year term** position. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account(s). The Treasurer shall ensure the disbursement of the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors an account of all transactions undertaken as Treasurer and of the financial condition of the corporation at each monthly board meeting and at any other times as requested by the Board of Directors. Treasurer shall not act as signatory for financial disbursements. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:
- a. Preparing preliminary annual budget for approval in collaboration with Executive Team for board approval
 - b. Track all inflow and outflow of monetary resources
 - c. Produce annual financial report
 - d. Facilitating taxes & coordination with CPA
 - e. Ensuring payment to regular expenses such as Website, domain, state registration, etc.
 - f. Coordinating and completing all fiscal responsibility and reporting requirements at the state and federal levels. If the Treasurer's term ends before the reporting is complete, outgoing Treasurer must agree to consult on previous fiscal year's tax reporting up to one month past annual reporting date
3. **Secretary.** The Secretary is an **elected, one (1) year term** position. The Secretary shall maintain all records of the organization and its Board. The Secretary shall perform such duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:
- a. Acting as Recorder for Board meetings
 - b. Preparing and making available agendas for Board meetings
 - c. Post minutes in Board repository for posterity
 - d. Sufficient familiarity with all legal documents
 - e. Ensure monthly board meetings are set and calendar invitations are sent to all necessary parties
 - f. Manage the membership of the NetRippers email lists
4. **Manager Director.** The Manager Director is an **elected, one (1) year term** position. The purpose of the Manager Director is to be an advocate of and point of contact for current

and future team managers. The Manager Director will perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- a. Bringing questions or issues from team managers to the Board's attention
- b. Serving as a resource and providing support to current managers in carrying out their management responsibilities
- c. Providing training and orientation to new managers
- d. Facilitate annual Manager Appreciation Event
- e. Working with other Board members to identify ways to recruit and retain more team managers
- f. Building and maintaining documentation on processes relevant to team managers

5. **Tournament Director.** The Tournament Director is an **elected, one (1) year term** position. The purpose of the Tournament Director is to manage the planning and execution of two (2) annual tournaments. The Tournament Director will perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- a. Leading the Tournament Committee in planning and execution of the Winter Drag Tournament and Summer Friendly Tournament
- b. Reserving required facilities, including fields, parks, as well as pre- and post-event spaces.
- c. Ensuring that online registration is open at least 8 weeks prior to the tournament.
- d. Procuring insurance for the organization for the day of the event.
- e. In coordination with Fundraising Coordinator, secure sponsorships for both tournaments
- f. Identify and fulfill all equipment needs for tournaments
- g. Draft balanced teams according to skill level
- h. Coordinate with outside clubs for their attendance to the Summer tournament.
- i. Produce Tournament Report for each tournament detailing registration numbers, costs, and profits.

6. **League Director.** The League Director is an **elected, one (1) year term** position. The purpose of the League Director is to successfully operate NRFC's soccer league. The League Director will perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to: Manage the new member "onboarding" process; respond to New Member interest forms; answer questions and direct interested players towards teams looking for additional players.

- a. Maintain relationship with facility / find new fields as needed
- b. Execute Fall / Winter / Spring league
- c. Oversee registration / communicate registration ahead of each season
- d. Plan and execute team drafting with team managers
- e. Solicit community feedback, adjust league rules and structure accordingly as appropriate
- f. Maintain substitute process
- g. Coordinate swag items for participants
- h. Partner with Event Coordinator for post game and post season parties
- i. Send weekly communications about league and sponsorships to participants

- j. As needed, procure and maintain insurance for league
 - k. Produce a League Report for each season of the league detailing registration numbers, costs, and profits
7. **Event Coordinator.** The Event Coordinator is an **elected, one (1) year term** position. The purpose of the Event Coordinator is to organize social events and club gatherings, and annual tournaments, with the purpose of building community. The Event Coordinator will perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:
- a. Facilitating community relationship / bonding off the fields
 - b. Organizing a consistent cadence of events on monthly basis
 - c. Collaboration with fundraising coordinator, community coordinator, and communications coordinator
 - d. Volunteer opportunities with other non profits, social mixers, meet n greets, clothing drives, free events in portland, etc
 - e. Track expenditures and any revenue of all events
8. **Community Coordinator.** The Community Coordinator is an **elected, one (1) year term** position. The purpose of the Community Coordinator is to facilitate the introduction of new players to the club. The Community Coordinator will perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:
- a. Keep an updated roster of all active teams and team managers
 - b. Building and maintaining relationships with other local clubs and partners
 - c. Manage the new member onboarding process; respond to New Member interest forms; answer questions and direct interested players towards teams looking for additional players.
 - d. Work with the Manager Director to direct interested players to teams and create new teams as needed.
9. **Practice Coordinator.** The Practice Coordinator is an **elected, one (1) year term** position. The purpose of the Practice Coordinator is to ensure the regular operation of NRFC practices. The Practice Coordinator will perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:
- a. Run practices from mid-spring to mid-fall and any indoor winter practices
 - b. Ensure necessary practice equipment is stocked, such as balls, pennies, goals, and cones
 - c. Track attendance numbers
10. **Communications Coordinator.** The Communications Coordinator is an **elected, one (1) year term** position. The purpose of the Communications Coordinator is to build NRFC's social media presence and help build our brand. The Communications Coordinator will perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:
- a. Design all flyers and graphics for events and communications

- b. Provide regular engagement through our Instagram, Slack, and Mailchimp, including triaging messages to the appropriate parties
- c. Deliver a regular newsletter through Mailchimp describing upcoming events

11. **Fundraising Coordinator.** The Fundraising Coordinator is an **elected, one (1) year term** position. The purpose of the Fundraising Coordinator is to organize fundraising efforts throughout the year to ensure the financial viability of the organization. The Fundraising Coordinator will perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- a. Lead grant applications
- b. Reach out to local businesses for potential sponsorships
- c. Run an annual donation drive for the club
- d. Keep an updated sponsorship list of all orgs who have donated to club or teams
- e. Draft and send donation receipt / thank you letters for tax compliance

2.2 **Delegation.** If any director of the corporation is absent or unable to act and no other person is authorized to act in such director's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such director to any other director or any other person it may select pursuant to bylaws.

- b. **Change of Number.** The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.
- c. **Term - Removal.** The directors of the corporation shall hold office until their successors are chosen and qualified. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of current NRFC members attending a Regular or Special Meeting scheduled with at least two weeks' notice. The intent to remove a director must also be stated in the meeting's agenda at the time of notification.
- d. **Vacancies.** All vacancies in the Board of Directors, whether caused by resignation, death 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 or her predecessor and until a successor is elected and qualified.

2.7 **Regular, Special and Annual Meetings.** Regular and Special meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places as the Board of Directors may designate. There shall be regular meetings of the Board of Directors, with proper notice, at a minimum of once every two months with a minimum two weeks' notice to attendees via email.

2.7.1 Special meetings of the Board of Directors may be called at any time by any Board member.

2.7.2 The Annual meeting shall be held within the first two weeks of November each year, at such time and place as the Board of Directors shall designate by written notice. At this meeting, the new Board of Directors will be elected.

2.8 **Notice.** Notice of all regular, special and annual meetings of the Board of Directors and club membership shall be given to each director at least three (3) days prior by email,

- phone/text-message, or personally. Such notice need not specify the business to be transacted nor the purpose of the meeting.
- 2.9 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.
- 2.10 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 2.11 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director requests a dissent or abstention be noted in the meeting minutes before adjournment of that meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.
- 2.12 Executive and Other Committees. The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than one (1) 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, provided however, that no such committee shall have the authority of the Board of Directors to reference to:
- a) Amending, altering, or repealing these Bylaws;
 - b) Electing, appointing, or removing any director of the corporation;
 - c) Amending the Articles of Incorporation.
 - d) Adopting a plan of merger or consolidation with another corporation.
 - e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
 - f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefor; or
 - g) Amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee.
- 2.13 Committee Records. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in email (info@netrippers.org) and kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.
- 2.14 Remuneration. No stated salary shall be paid to directors.
- 2.15 Loans. No loans shall be made by the corporation.

ARTICLE III - Membership, Voting & Team Management

3.1 Membership.

- 3.1.1. Annual Membership shall be defined as those who meet one or more of the following criteria during the applicable fiscal year:
- a) Participant or volunteer in annual NRFC-sponsored tournament residing in the Portland Metro Area.
 - b) Player on a NRFC-sponsored team playing in the Portland Metro Area.
 - c) Contributed financially to NRFC.
 - d) Attended 3 or more NRFC practices.

3.1.2 Members shall receive the following benefits:

- a) Voting privileges.
- b) Right of first refusal for club activities (such as ski weekends, teams for out of town tournaments, etc) that have limited spaces available.

3.2 Membership Voting Privilege (& Proxy). Members will have one (1) vote per candidate. Members can designate another member as their proxy by notifying the election coordinator in writing 3 days prior to the election. In lieu of a proxy, members may submit their votes directly to the vote coordinator as least 24 hours before the election.

3.3 Team Fees. The club does not pay for team registrations fees except as outlined in the Team Fee Assistance document. A team manager may carry up to \$100 from one season to the next, but if the team folds the following season those funds must be paid to the club.

3.4 Team Managers. Managers shall:

- a) Not be compensated.
- b) Ensure team fee has been collected and paid.
- c) Submit a roster with team members and amounts paid once collected for the season.
- d) Ensure all spots on the team are paid equal as one another. Any exception must be agreed upon by board/team.
- e) Attend any league Managers' meeting as needed
- f) Not seek for the club to cover any part of the team fee the manager was not able to collect
- g) Take inventory upon receiving a set of jerseys and reimburse Club for any missing jerseys

ARTICLE IV - Fiscal Year & Depositories

4.1 Fiscal Year. The corporation's fiscal year shall be from October 1 through September 30.

4.2 Depositories. The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE V - Records

5.1 The corporation shall keep correct and complete records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at the office of its Chair, a record of its directors, giving the names and addresses of all directors.

ARTICLE VI - Notices

6.1 Except as may otherwise be required by law, any notice to any director may be delivered personally or by mail or by electronic mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE VII - Indemnification of Directors, Employees and Agents

7.1 The corporation shall indemnify its directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, employee, or agent of the corporation or who is or was serving at the request of the corporation as a director, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VIII - Conflicting Interest Transactions

8.1 Definitions. For purposes of this Article:

- a) "Conflicting interest" means the interest a director has respecting a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest if:
 - 1) The director knows at the time the corporation takes action that the director or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction; or
 - 2) The transaction is brought before the Board for action, and the director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction:
 - A) An entity of which the director is a director, general partner, agent or employee;
 - B) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or
 - C) An individual who is a general partner, principal, or employer of the director.
- b) "Director's conflicting interest transaction" means a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest respecting which a director of the corporation has a conflicting interest.
- c) "Qualified director" means any director who does not have either:
 - 1) A conflicting interest respecting the transaction; or
 - 2) A familial, financial, professional, or employment relationship with a second director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director's judgment when voting on the transaction.
- d) "Related person" of a director means:
 - 1) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or
 - 2) A trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.
- e) "Required disclosure" means disclosure by the director who has a conflicting interest of:
 - 1) The existence and nature of the director's conflicting interest; and

- 2) All facts known to the director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

8.2 Directors' Action.

8.2.1 Majority Vote. Directors' action respecting a director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified directors who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.

8.2.2 Director's Disclosure. If a director has a conflicting interest respecting a transaction, but neither the director nor a related person of the director is a party to the transaction, and if the director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that director from making the disclosure described in Paragraph 7.1(e), then disclosure is sufficient if the director:

- a) Discloses to the directors voting on the transaction the existence and nature of the director's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and
- b) Plays no part, directly or indirectly in their deliberations or vote.

8.2.3 Quorum. A majority (but no fewer than two) of the qualified directors constitutes a quorum for purposes of action that comply with this Article. Directors' action that otherwise complies with this Article is not affected by the presence or vote of a director who is not a qualified director.

ARTICLE IX - Amendments

9.1 The Board of Directors shall have power to make, alter, amend, add, end and repeal the Bylaws of this corporation by majority vote.

Adopted by resolution of the corporation's Board of Directors on _____, 2008.

Chair

Sample template used with permission from RECA Foundation, at <http://www.recafoundation.org/bylaws.htm> "The following are the 'By Laws' are used by the RECA Foundation... Anyone may use these By Laws when starting their own non-profit."

AMENDMENTS OF BYLAWS OF NETRIPPERS FOOTBALL CLUB

11. Amended October 19, 2023

ARTICLE III - Membership, Voting & Team Management

Section 3.3

- Amended Section 3.3 by adding the following subsection: 3.3.1. Donations to Team Fees. If a Donor wants funds to be allocated to a certain NRFC team's registration fees, then the Club will honor that request. This request will be reflected in the donation receipt.

10. Amended August 14, 2022

ARTICLE II - Board of Directors

Section 2.1

- Amended ~~"Board of Directors consisting of five (5)."~~ to "Board of Directors consisting of **nine (9).**"
- Amended ~~"The director positions shall be elected for terms of one year by the NRFC Members."~~ to "The director positions shall be elected **or appointed** for terms of one **or two years** by the NRFC Members."
- Added section "2.1.1 Appointed, Non-Voting Board Members. The Event Director and Manager Liaison positions will be appointed by current/incoming Board members. These Board positions will not have voting power but will be counted for purposes of meeting quorum."

Section 2.2

- Amended the Executive Director, Chair, Vice Chair, Secretary, and Treasurer description and duties to the following:

- 2.2.1 **Executive Director.** The Executive Director is an **elected, two (2) year term position.** Under the direction and guidance of the Board of Directors, the Executive Director shall have operational responsibility over the short-term management of the club, club activities, teams, and members. The Executive Director shall act as a signatory for financial disbursements. The Executive Director shall perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:
- a. Providing short-term planning
 - ~~b. Organizing NRFC practices, which includes managing coaching schedules, ensuring equipment, and sending out practice reminders to potential participants~~
 - ~~c. Ensuring the collection of attendance at practices~~
 - d. Directing and planning major annual events and tournaments
 - e. Procuring field reservations, identifying equipment needs, etc.
 - f. Leading outreach efforts, such as ensuring club presence at community events pertinent to NRFC's mission and growth
 - ~~g. Keeping Team Manager(s) advised of Club guidelines~~

- ~~h. Assigning and tracking club equipment (jerseys, nets, corner flags) to team managers as needed, and reporting discrepancies to Treasurer to recoup losses~~
- i. Building and maintaining relationships with other local clubs and partners
- j. Producing an Annual Report to summarize activities and finances
- k. Bringing applications to the Board for discussion and approval
- l. Assisting in long- and short-term planning for the club
- m. Assisting in strategic fundraising activities and outreach
- n. Preparing annual budget in concert with Chair and Treasurer

2.2.2 **Chair.** The Chair is an elected, two (2) year term position. The Chair shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, shall ensure the Board of Directors is meeting its responsibilities, and shall act as registered agent. The Chair shall act as signatory on financial disbursements. The Chair shall perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- a. Driving direction of the Board, including long-term strategies and short-term priorities
- b. Setting and publishing board agenda in conjunction with other Directors
- c. Ensuring the Board of Directors has plans and executes against required tasks to achieve responsibilities
- d. Notifying club members if issues go unresolved, directors resign, significant club issues need to be discussed
- e. Ensuring board meetings are open to all NRFC participants at least twice per year
- f. Ensuring Board alignment with the club's mission and vision
- g. Handling external communication including providing input, direction, and management of NRFC affiliated media outlets (website, Facebook, etc.)
- h. Evaluating annually the performance of the organization in achieving its mission
- i. Leading fundraising efforts and ensuring the club's long-term sustainability
- j. Monitoring financial planning and financial reports
- k. Leading outreach efforts
- l. Building and maintaining relationships with other state, regional, national, and international clubs and partners
- m. Appointing the chairpersons of committees, in consultation with other Board members
- n. Serving ex officio as a member of committees and attends their meetings when invited.
- o. Reviewing with the Executive Director any issues of concern to the Board
- p. Monitoring compliance with governing state and federal entities
- q. Preparing annual budget in concert with Executive Director and Treasurer

2.2.3 **Vice Chair.** The Vice Chair is an **elected, two (2) year term position**. During the absence or disability of the Chair, the Vice Chair shall exercise all the functions of the Chair. The Vice Chair shall perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- a. Facilitating annual elections
- b. Ensuring success of one major Community Benefit Event per half year
- c. Providing support on fundraising and outreach efforts
- d. Maintaining relationships with existing sponsors and establishing new partnerships
- e. Assisting the Chair in leading fundraising efforts and ensuring the club's long-term sustainability
- f. Monitoring financial planning and financial reports
- g. Assisting Chair and Secretary in handling external communication, including providing input direction and management of the NRFC affiliated media outlets (email list serve, website, Facebook, etc.)
- h. Assist in preparation of annual budget

2.2.4 **Secretary.** The Secretary is an **elected, one (1) year term position**. The Secretary shall ~~manage email correspondence to all new players and interested parties, shall track new players and their contact information, and shall~~ maintain all ~~other~~ records of the organization and its Board. The Secretary shall perform such ~~other~~ duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- a. Acting as Recorder for Board meetings
- b. Making available meeting minutes to all Board members within two days following monthly Board Meetings and post minutes to Board repository (i.e., Google Drive)
- c. Preparing and publishing agendas for Board meetings
- d. Handling internal board communications among the club in conjunction with the Chair and Executive Director
- e. Managing the membership of the NetRippers email lists
- f. Tracking crucial Board and club deadlines and ensuring timely completion of milestones and tasks
- g. Triaging club emails and social media messages and directing inquiries and concerns to the appropriate parties
- h. Supporting fundraising and outreach in partnership with the Chair and other Board members.
- i. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings
- j. Assisting the Chair in maintaining state and federal records, status, and documentation; including but not limited to completing annual state registration
- k. Archiving organizational documents pertinent to state and federal records, status, and documentation.

1. Assisting Chair and Co-Chair in handling external communication, including providing input direction and management of the NRFC affiliated media outlets (email listserv, website, Facebook, etc.)

2.2.5 **Treasurer.** The Treasurer is an **elected, one (1) year term position**. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account(s). The Treasurer shall ensure the disbursement of the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors an account of all transactions undertaken as Treasurer and of the financial condition of the corporation at each monthly board meeting and at any other times as requested by the Board of Directors. Treasurer shall not act as signatory for financial disbursements. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- a. Recovering any loss of club equipment from team managers or individuals
- b. Performing audits of club financial processes and team or individual fees as necessary
- c. Tracking official donors and membership
- d. Being available to consult in the preparation of taxes pertaining to the year in which term was served until taxes are filed
- e. Preparing preliminary annual budget for approval in collaboration with Chair and Executive Director for board approval
- f. Facilitating taxes & coordination with CPA
- g. Ensuring payment to regular expenses such as Website, domain, state registration, etc.
- h. Coordinating and completes all fiscal responsibility and reporting requirements at the state and federal levels. If the Treasurer's term ends before the reporting is complete, outgoing Treasurer must agree to consult on previous fiscal year's tax reporting up to one month past annual reporting date
- i. Preparing data for annual report
- j. Ensuring development and board review of financial policies and procedures
- k. Ensuring financial stability of the club

Section 2.2

- Added Membership Director, Community Engagement Director, Event Director, and Manager Liaison as new positions:

2.2.6 **Membership Director.** The Membership Director is an **elected, one (1) year term position**. The purpose of the Membership Director is to manage the communications, engagement with, and support for current and new members. This position will work closely with the Manager Liaison to foster processes that effectively connect new members with teams. The Membership Director will

perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- a. Manage the new member “onboarding” process; respond to New Member interest forms; answer questions and direct interested players towards teams looking for additional players.
- b. Work with interested players and Manager Liaison to create new teams as needed.
- c. Track data from New Member interest forms to understand who from our community are reaching out to us and how we can expand our reach.
- d. Follow up with new members after placement on a Netrippers team to ensure welcoming transition and determine any additional needs.
- e. Communicate with team managers and Manager Liaison to stay updated on roster status and help fill vacancies.

2.2.7 Community Engagement Director. The Community Engagement Director is an **elected**, one (1) year term position. The purpose of the Community Engagement Director is to develop and manage partnerships with organizations and businesses that share alignment to NRFC’s overall mission and values, with the intent to increase NRFC’s visibility and contribution to the broader Portland community. The Community Engagement Director will perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- a. Identify and pursue strategic opportunities for collaboration with organizations and businesses that share alignment to NRFC’s overall mission and values.
- b. Maintain relationships with strategic partner organizations and businesses that share alignment to NRFC’s overall mission and values.
- c. Organize events that increase the visibility and marketing of NRFC.
- d. Identify and pursue strategic opportunities for NRFC to donate to, fundraise, or organize volunteers.

2.2.8 Event Director. The Event Director is an **appointed, one (1) year term** position. The purpose of the Event Director is to organize social events and club gatherings, and annual tournaments, with the purpose of building community. The Event Director will perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- 1) Work with other Board members to plan annual tournaments, social events, and other club gatherings.
- 2) Work with the Membership Director to plan events for current NRFC members as well as for promoting the club to recruit new members.
- 3) Work with the Community Engagement Director to plan community events, such as volunteering.

2.2.9 Manager Liaison. The Manager Liaison is an **appointed, one (1) year term** position. The purpose of the Manager Liaison is to be an advocate of and point of contact for current and future team managers. The Manager Liaison will perform

such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:

- a. Bringing questions or issues from team managers to the Board's attention.
- b. Serving as a resource and providing support to current managers in carrying out their management responsibilities.
- c. Providing training and orientation to new managers.
- d. Working with the Membership Director to identify ways to better support teams, managers, and players.
- e. Working with other Board members to identify ways to recruit and retain more team managers.

9. Amended December 11, 2016

ARTICLE I – Name, Objective, & Location

Section 1.1 – Added “Portland” to official name (and changed header to match)

ARTICLE II – Board of Directors

Section 2.2 – Removed and replaced all previous positions and descriptions below:

~~2.2.2 Vice Chair. During the absence or disability of the Chair, the Vice Chair shall exercise all the functions of the Chair. The Vice Chair shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors, including but not limited to:~~

- ~~a. Execution and support for the club's Short and Long-Term plans~~
- ~~b. Facilitation of annual elections~~
- ~~c. Drive NRFC's 501c3 application process and keep abreast of non-profit status~~
- ~~d. Develop sponsorship package for the given year~~
- ~~e. Maintain relationships with existing sponsors and establish new partnerships~~
- ~~f. Secures sponsorships, both financial and in-kind donations for club and Tournament needs~~
- ~~g. Performs at least one fundraising function per quarter (coordinate with Social Chair)~~

~~2.2.3 Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account(s). The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors an account of all transactions undertaken as Treasurer and of the financial condition of the corporation at each monthly Board Meeting and at any other times as requested by the Board of Directors. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:~~

- ~~a. Recover any loss of club equipment from team managers or individuals as reported by Logistics Coordinator~~

- b. ~~— Auditing of team fees~~
- e. ~~— Actively partnering with the Vice Chair towards having NRFC gain 501c3 status~~
- d. ~~— Tracking official Membership via dues collected~~
- e. ~~— Shall be available to consult in the preparation of taxes pertaining to the year in which term was served until April 15th of the following year~~
- f. ~~— Prepares preliminary budget for the year~~
- g. ~~— Keep Team Manager(s) advised of Club guidelines~~
- h. ~~— Ensures accurate traceability (and approval) for club expenses and income~~

~~2.2.4 Secretary. The Secretary shall own email correspondence to all new players and interested parties, tracks new players and their contact information and support outreach in partnership with the Chair and other Board members. The Secretary shall perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:~~

- a. ~~— Sending out practice/scrimmage reminders to potential participants~~
- b. ~~— Taking attendance at practices~~
- e. ~~— Managing the membership of the NetRippers Practice (main) list serve up.~~
- d. ~~— Handling internal communications among the club in conjunction with the Chair and the Social & Community Benefit Chair~~
- e. ~~— Documenting and sending meeting minutes to all Board members within two days following monthly Board Meeting~~
- f. ~~— File the approved meeting minutes from prior Board Meetings~~
- g. ~~— Assign and tracks club equipment (jerseys, nets, corner flags) to team managers as needed.~~
- h. ~~— Audits equipment inventory upon delivery to and receipt from team managers. Reports discrepancies to the Treasurer to recoup losses~~
- i. ~~— Ensures equipment is available for NRFC practices~~

~~2.2.5 Social & Community Benefit Chair. The Social & Community Benefit Chair will support and manage outreach programs for the club, and work with the secretary to inform members of events. The Social & Community Benefit Chair shall perform such other duties as are incident to the office or are properly required by the Board of Directors, including but not limited to:~~

- a. ~~— Ensuring success of 1 major Social & Community Benefit Event per quarter~~
- b. ~~— Manage the NRFC Social list serve in conjunction with the Secretary~~
- e. ~~— Work jointly with Fundraising Director on planning and executing fundraising events as needed~~
- d. ~~— Ensures club presence at community events pertinent to NRFC's mission and growth (Pride, Gay Fair on the Square, Sunday Parkways)~~

ARTICLE III – Membership, Voting, & Team Management

Section 3.1.1 – Added this section

Section 3.1.2 – Amended 3.1.2 b) to remove “NetRippers Teams”. Removed the following sections:

~~Participation in the Portland Tournament either for free or at a reduced cost (TBD at time of Tournament):~~

~~There is a \$5 per session fee for any non-members playing on a NetRippers outdoor team. Money is to be given to Treasurer for deposit.~~

~~Practice Participant~~

~~New participants must pay membership dues by 3rd practice attended.~~

Section 3.2 – Removed the following language:

~~who have paid the annual membership~~

Section 3.3 – Increased the maximum carryover between seasons to \$100. Removed the following language:

~~Any overage of team fees over \$50 for a given season shall be paid to the club.~~

~~Any non-member fee collected by a manager must be paid to the club. Managers may collect substitute player fees only if the team fee paid to the leagues has not been fully paid yet.~~

ARTICLE IV: Fiscal Year & Depositories

Section 4.1 – Amended fiscal year from January – December to October – September in order to match IRS and Secretary of State filings.

Various minor grammatical and formatting changes.

8. Amended October 20, 2011

ARTICLE II – Board of Directors

Section 2.2.1 - Chair – Added items f and g.

Section 2.2.2 - Vice Chair – Added items e, f, g and h.

Section 2.2.4 – Secretary – Added items g, h and i.

Section 2.2.5 - Fundraising Director – Removed this position.

Section 2.2.7 - Logistics Coordinator – Removed this position.

7. Amended March 27, 2011

ARTICLE III – Membership, Voting & Team Management

Section 3.1.1 – Annual Membership

- a. Membership Fee for 2011 will be \$25-\$50 sliding scale.

Section 3.1.1 – Annual Membership

Added 3.1.1.5

6. Amended January 20, 2011

ARTICLE II – Board of Directors

Section 2.7, 2.8, 2.9 – Regular and Special Meetings

2.7 and 2.8) Revised and merged these two sections.
2.9) Deleted this section as it was redundant.

5. Amended January 2, 2011

ARTICLE II - Board of Directors

Section 2.2.3 - Treasurer

- a. Any expense under \$100 to be approved by any two of the three: Treasurer, Vice Chair or Chair. Expenses over \$100, to be approved by majority of Board members.

4. Amended October 12, 2010 (approx)

ARTICLE II – Board of Directors

Section 2.2.7 – Logistics Coordinator

- a. Board agreed unanimously to change Assistant Secretary Position to Logistics Coordinator to handle equipment inventory.

3. Amended March 8, 2009

ARTICLE III – Membership, Voting & Team Management

Section 3.1 – Membership

- a. Age restrictions: After discussion & issues noted by other clubs, board's unanimous decision was to place age limit at 18 and advise youth to participate in soccer thru SMYRC/Q-Sports Program.

2. Amended May 29, 2009

ARTICLE III – Membership, Voting & Team Management

Section 3.1.1 – Annual Membership

- a. Membership & Elections Fees for 2009 will be \$40 to help pay for fields, jerseys, tournament expenses, webpage, outreach, will cover tournament, practice/scrimmages/team formation dues (not costs)/and voting privilege. Summer coed teams are excluded from having to pay membership to join those summer teams due to lack of notice. Membership dues will be discounted down to \$30 after late July, then \$20 after Sept 1st.

ARTICLE II – Board of Directors

Section 2.2.5 – Fundraising Director

- a. Position: Change from having Diversity Chair to Fundraising Chair, and insert position just below Treasurer (6-0)

Section 2.2.4 – Assistant Secretary

- a. ~~Tracking equipment will fall into Assistant Secretary's role; Similar to library system—someone checks equipment out and is then accountable.~~ *Revised by Amendment 4.

1. Amended September 14, 2008

ARTICLE II – Board of Directors

Section 2.7 – Regular Meetings

a. Unanimous vote in September 2008 Meeting that Elections will be held Nov, 2008 for all positions (3-0)

Amended November 21, 2025

2.2 Designations

Full overhaul of positions and descriptions.