

BYLAWS OF THE OREGON NORDIC CLUB, INC.

REVISED AND RESTATED MARCH 19, 2017

Whereas the Oregon Nordic Club is an Oregon nonprofit corporation and is recognized as a 501 c 3 nonprofit organization by the Internal Revenue Service, and

Whereas the Oregon Nordic Club provides tax reporting, insurance, internet and other vital services for its several chapters, and

Whereas the Oregon Nordic Club has determined that its bylaws require revision and restatement to accomplish its mission to provide services to its chapters,

Now Therefore the Oregon Nordic Club Board of Directors adopts these revised and restated bylaws.

Section 1 - General

A. Name of Corporation - This corporation will be named the Oregon Nordic Club, hereafter ONC.

B. Location - The business office of ONC, will be located in Oregon at the location and physical address determined by the Board of Directors from time to time. This address shall be reported to the Oregon Secretary of State.

C. Fiscal Year - The ONC fiscal year is 1 September to 31 August.

D. Chapters - Chapters of ONC may be organized and recognized as part of the corporation upon application to the Board of Directors, in accordance with Section 1 C. Chapters will become chapters of ONC upon approval of the Board of Directors and after providing the required information and payment of membership dues to the treasurer.

E. Chapter Applications - Chapter applications will include 1) the proposed chapter name and draft chapter bylaws compatible with the ONC bylaws, 2) the proposed chapter contact information including a physical address and electronic mail address, 3) list of proposed officers, including president, treasurer and secretary with their electronic mail contact information, 4) the proposed number of members, 5) names and email contact information of representatives; the number of representatives will comply with Section 3 - Management of these bylaws.

F. Chapter Duties - Chapters will provide by 1 September of each year a physical address, a list of officers with electronic mail addresses, and a list of representatives

with electronic mail addresses to the ONC secretary. Chapters by 1 September of each year will provide an estimate of the number of chapter members and pay the ONC dues for each membership to the ONC treasurer. Chapters will pay for membership and increased membership on or before December 1, February 1 and April 1. Chapters will promptly complete the tax questionnaire and send it to the treasurer by the due date to facilitate the ONC tax return.

Section 2 - Membership

A. Membership - The membership in ONC chapters will be open to anyone who supports the purposes of the club as set forth in the Articles of Incorporation and in these bylaws and as officially expressed from time to time by the Board of Directors, and who have an active interest in the participation in and the promotion of those forms of non-motorized outdoor recreation.

B. Non Discrimination - Access to ONC and ONC chapters' programs and activities are available to all persons, and discrimination on the basis of race, color, national origin, age, disability, sex, marital status, familial status, parental status, religion, sexual orientation, political beliefs, or because all or part of an individual's income is derived from any public assistance program is not permitted.

C. Membership Dues - ONC membership dues will be as established by the Board of Directors from time to time. Beyond the ONC membership dues, chapters may assess any amount they desire for chapter expenses. ONC membership shall run September 1 to August 31. ONC single member dues will apply to chapter family memberships and chapters will not be assessed by ONC for each person included in the family membership.

Section 3 - Management of ONC

A. Board of Directors - The affairs of this corporation shall be managed by a Board of Directors comprised of representatives, also called directors or Board members, of each chapter. The number of chapter representatives will be as described in Section 3 C - Selection of Representatives.

B. ONC Officers - The Board of Directors will select a president; two vice presidents, one from northern chapters and one from southern chapters; a treasurer and a secretary to facilitate management of ONC. The president and vice presidents will be selected from the Board members. The treasurer and secretary must be members of an ONC chapter but do not have to be chapter representatives. The treasurer and secretary will be voting members of the Board of Directors. The Board of Directors will

determine the dividing line between the northern and southern chapters.

C. Selection of Representatives - Each chapter with up to 100 members is entitled to two representatives to be elected or selected in accordance with the chapter bylaws. Chapters with more than 100 members are entitled to one additional representative for each 100 members beyond 100 initial members elected or selected in accordance with the chapter bylaws. Chapter membership for the purpose of electing representatives will be calculated on the paid chapter memberships in the previous fiscal year.

D. Terms of Representatives - The two representatives allowed all chapters will be elected or appointed in accordance with the chapter bylaws in the spring on alternate years to serve two years. In the case of the third or more representatives for any chapter, that director, or those directors, shall be elected or selected on a yearly basis. Chapters will provide the names and email addresses of their chapter representatives to the ONC secretary within 10 days following the election or appointment of those representatives.

E. Officers and Terms - The Board of Directors will elect or select the president, one vice president and secretary for two-year terms in 2017 and subsequently. One vice president and the treasurer will be elected for one-year terms in 2017, and to two-year terms in 2018 and subsequently.

F. Duties of Officers - Specific duties of the officers are as follows, to be performed or delegated.

President:

1) Preside over all membership and Board of Directors meetings. 2) Designate the time and place of all special meetings. 3) Represent the ONC to future chapters and to social organizations. 4) Maintain contact with and between chapters. 5) Prepare the annual operating budget. 6) Be aware of factors affecting or concerning the club's interest.

Vice President:

1) Perform the duties of the president in his/her absence. 2) Ex-officio member of all committees. 3) Maintain a list of available speakers for the information of the chapters.

Secretary:

1) Record the minutes of all membership and Board of Directors Meetings. 2) Handle all correspondence of the state organization, besides the newsletter. 3) Maintain a file of the bylaws and minutes, and keep them available to all Board members and chapter members. 4) Send a copy of the minutes of each meeting to every director within 30 days of the meeting. 5) Maintain an electronic mail contact list of officers and representatives of the Board of Directors. 6) Maintain a list of chapters, including

physical address, officers and representatives.

Treasurer:

1) Perform those duties usually pertaining to this position. 2) Assist the Chairman, or the delegated representative, in preparation of the annual budget. 3) prepare a budget report before each regular meeting and an annual financial report to be presented at the ONC board meeting following the annual membership meeting.

G. Communication - Communication between officers, Board members may be by electronic mail. Officers and Board members will be responsible for providing current electronic mail address to the ONC secretary. All electronic mail communication and notices sent to the most current electronic mail address reasonably available to the secretary will be sufficient to meet the requirements of law and these Bylaws. Chapters are responsible for maintaining electronic mail addresses for their members, and for assuring that ONC notices are communicated to their members.

H. Signatures - Documents requiring signatures such as proxies may be sent to the relevant officer by facsimile or electronic mail. Electronic signatures validated by an established provider acceptable to the Board of Directors, and signatures on facsimile or scanned documents, will be considered valid.

Section 4 - Meetings

A. Membership Meeting - A membership meeting will be held each year on the Sunday following the John Craig Memorial. In the case of non-occurrence of the John Craig Memorial, the meeting of the membership shall be held on the first Sunday in April that does not conflict with Easter Sunday.

B. Special Membership Meeting - Special membership meetings may be called by any officer of the Board of Directors, or by two-thirds of the members of the Board of Directors, by petition to the president and secretary of ONC. The chapter membership may call a special membership meeting by petition of 25% of the total ONC chapter membership to the president and secretary of ONC.

C. Board of Directors' Meetings - The Board of Directors will meet at least three times a year. One meeting will be held immediately before or after and at the same place as the annual membership meeting. There will be two additional Board of Directors' meetings during the fiscal year, usually but not necessarily in September and December. At each Board of Directors' meeting the board will set the time, date and location for the next meeting.

D. Special Board of Directors' Meetings - Special meetings of the Board of Directors may be called by the president, secretary or treasurer of ONC. A special Board of

Directors' meeting may be called by the representatives of any two chapters of ONC or by petition of 50% of the Board members, on 30 days notice to the president and secretary.

E. Remote Communication - Board members may attend Board of Directors' meetings by remote communication in lieu of personal attendance if the communication information is included in the agenda. Any system of remote communication must allow all Board members attending in person and by remote communication to hear and speak during the meeting as required by ORS 65.205. The secretary will maintain a record of the vote of any Board member attending by remote communication as required by ORS 65.205 c.

F. Conduct of Meetings - The Board of Directors may use any rules the majority of Board members choose to conduct membership or Board meetings.

G. Action Without Meeting - Any action that law, the Bylaws or Articles of Incorporation require or permit the Board of Directors to take at any meeting may be taken by the ONC officers if the action is set forth in writing and agreed to and signed by all of the officers of ONC. The memorandum of the action will be sent by electronic mail to the officers for consideration and to all Board members for information. If approved, signed memorandum of the action will be sent by electronic mail to all the Board members immediately upon approval. The action will have the same effect as a unanimous vote of the Board of Directors and will be filed in the minutes of ONC.

Section 5 - Notices

A. Notice of Membership Meetings - Notice of membership meetings will be sent by the ONC secretary by electronic mail to each chapter representative at the last address provided by each representative or chapter not less than 15 days nor more than 60 days before any such meeting. Chapter representatives will provide notice to their chapter members in accordance with their chapter bylaws. The notice will specify a place, date and reasonable hour and in the case of a special meeting, the general nature of the business to be transacted.

B. Notice of Board of Directors' Meetings - Notice of regular and special Board of Directors' meetings will be sent by the secretary by electronic mail to the last known address of record of each board member at least seven but not more than 30 days before the meeting.

C. Adjourned Meetings - If a regular Board of Directors' meeting does not have a quorum and the meeting is adjourned to specific date, time and place noted in the minutes, no additional notice is required.

Section 6 - Quorum

A. Membership Meeting Quorum - At membership meetings a quorum will be members representing at least a majority of chapters.

B. Board of Directors' Quorum - The presence of representatives of a majority of the chapters of ONC shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

If a quorum is not obtained in two successive duly called Board meetings, those in attendance at the second meeting may handle all necessary business required to sustain the organization (see Section 5 C. Adjourned Meetings regarding notice).

C. Proxy - Board of Directors' members may appoint a proxy for attendance and voting or both by giving a signed and dated proxy to the secretary stating that the proxy is for 1) attendance or 2) voting and attendance. The proxy will not be valid for more than one meeting. Proxies may be submitted to the secretary by facsimile, and by electronic mail. Signatures will comply with Section 3 H. Signatures.

Section 7 - Board Meeting Attendance

A. Board Meeting Attendance - Chapters whose representatives cannot attend a Board of Directors' meeting may provide a proxy for attendance to meet quorum requirements by electronic mail to the secretary. Any chapter not having a representative, an electronic mailed proxy, or letter from the ONC president excusing the chapter from attendance, at two consecutive Board meetings may be suspended by vote of Board of Directors. If the suspended chapter fails to have a representative at the following board meeting, the Board of Directors may send the chapter a notice of Intent to Terminate the chapter to the last available postal address and to the last available electronic mail address giving 30 days for a response. If the chapter fails to respond within 30 days the chapter may be dropped from ONC upon vote of the Board of Directors.

Section 8 - Voting

A. Approval of Actions - A majority of the votes cast on any questions proposed at membership meetings and the Board of Directors' meetings at which there is a valid quorum shall prevail.

Section 9 - Vacancy

A. Chapter Representatives - Any vacancy occurring shall be filled by election or appointment in accordance with the chapter bylaws within 60 days of such vacancy and such representative shall finish the unexpired term of office. The chapter will furnish the name and electronic mail contact information for the new representative within five days to the secretary upon appointment or election.

B. Officers - Any vacancy occurring among the officers of the Board of Directors shall be filled within 60 days by election in accordance with Section 3. An officer elected to fill a vacancy shall finish the unexpired term of office.

Section 10 - Removal and Resignation

A. ONC Officers - Officers may be removed by vote of two-thirds of the Board of Directors when, in their judgement, removal serves the best interest of ONC.

B. Representatives - Representatives may be removed by two-thirds vote of the Board of Directors when, in their judgement, removal serves the best interests of ONC. Representatives may be removed by their chapter in accordance with the chapter bylaws.

C. Resignation - Officers may resign at any time by letter or electronic mail to the president and secretary of ONC. The resignation becomes effective on submittal and no action of the Board of Directors is required. Representatives may resign in accordance with their chapter bylaws.

Section 11 - Petitions

A. Board of Directors' Petitions - All petitions for special meetings or removal of officers or representatives filed by members of the Board of Directors to the Board, the president or the secretary will include the petitioners names, chapters and subject.

B. Members' Petitions - Members' petitions will include the names and chapters of the petitioners, and the subject of the petition.

C. Verification - The ONC secretary will verify the names and membership status of the petitioners. Only single occurrences of verified names will be counted to determine the validity of the petition.

D. Effective Date - The petition will be effective once the ONC secretary has certified the names and count, unless the Board of Directors determines otherwise.

Section 12 - Committees

A. Committees Formed - The Board of Directors may appoint Board members and the chapter members to serve on standing committees and other committees needed to carry out specific tasks that support the purposes and activities of the ONC. The Board of Directors will nominate the committee chairperson, provide a written charter of the committee duties and specify how committees are to provide information to the board. All chairpersons of standing committees will be non-voting representative(s) to the Board of Directors.

B. Ex Officio Members - Vice presidents are ex officio members of all committees unless otherwise designated by the Board of Directors.

Section 13 - Amendment of Bylaws

A. Amendments and History - These Bylaws may be amended by two-thirds vote of the Board members present at any meeting of the Board of Directors at which a quorum, as previously described in these Bylaws, is present. The specific amendment language will be sent to the officers and Board members entitled to vote on the matter at least seven days before the meeting at which the vote will be taken and may be sent to by electronic mail.

These Bylaws were adopted by the Board of Directors at their first meeting held: the 6th day of January, 1967.

First Amendment to Bylaws dated April 5, 1975:

Second Amendment to Bylaws dated June 6, 1976:

Third Amendment to Bylaws dated January 23, 1978:

Fourth Amendment to Bylaws dated December 3, 1989:

Fifth Amendment to Bylaws dated June 2, 1990:

Sixth Amendment to Bylaws dated September 27, 1998:

Seventh Amendment dated 12 December 2015:

Eighth Amendment to and restatement of Bylaws March 19, 2017: