

Oregon Youth Soccer Association
Regular Board Meeting
January 1, 2009
Beaverton, Oregon

1. Meeting called to order by President, Ric Listella, at 6:30 PM

2. A quorum was declared by Ric Listella, a sign in sheet was distributed.

Board members attending:

Ric Listella, President	Dan Dieter, Vice-President
David Wagner, Secretary/Treasurer	Steve Asakawa, District Director
John Thomas, District Director	Matt Madeira, District Director
Rick Puckett, District Director	Steve Meckel, District Director

Board members via phone

John Cronkrite, Director at Large	Dick Matti, District Director
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Others attending:

Chuck Keers, Executive Director	Brian Scott, Member Services Coord.
Kelly Ward, Director Admin	Mike Smith, Technical Director

3. Board Minutes:

A motion was made and passed to approve the Minutes from the December Meeting.

4. The following Board and Staff Reports were accepted as presented:

- Vice-President's Report- Attached as Exhibit A
- Executive Director's Report- Attached as Exhibit B
- Member Services Report- Attached as Exhibit C
- Program Services Report- Attached as Exhibit D

4. Board Discussion of Strategic Topics:

- Finance Committee Report
 - The Audit for FY 2007-2008, performed by Gary McGee & Co. was distributed to the Board. David Wagner explained the Financials as explained in the Finance Committee Report- attached as Exhibit E.
 - The Board accepted the Audit as presented by the Gary McGee & Co.
- Annual General Meeting/President's Meeting
 - Ric and Chuck are working with Marc Smiley to develop the messages discussed at the Board Retreat to present to our membership.
 - The Board discussed other items/issues that might be brought up at the President's Meeting in preparation.
 - AGM Registration is down this year to date, but we do anticipate last minute registration

5. New Business

- Policy 802-1 Section 4
 - Chuck would like to talk to insurance broker to provide additional options. He pulled the item from discussion.
- Approval of Foundation Bylaw Changes
 - The Foundation Board of Directors approved the proposed Bylaws (attached as exhibit F) and voted to dissolve themselves as a Board of Directors
 - Motion made to approved as presented, second and passed.
 - Motion made to appoint the full board of OYSA as the full board of OYSF. The OYSF Board will be affirmed annually by the OYSA Board at the February Board. Motion seconded, passed

6. Old Business

- Policy 802-1 Section 3
 - Mike Smith shared that the State DOC's in the Region believe that small sided games are appropriate up to U12. He recognizes the challenges our clubs face and it is difficult for OYSA to mandate prior to USSF mandating it.
 - The Board still believes that small sided games is best for the player, but realizes that the difficulties of administering it are real for our clubs.
 - The Board continues to support current policy and will be prepared to listen to membership at the AGM.
- Board thank you
 - A special thank you to Steve Asakawa and Rick Puckett for their service with OYSA.

The next BOD Meeting will be held on February 2, 2009 at 6:30 p.m. in Beaverton at the OYSA Office, conference calling will be available.

There being no further business, the meeting was adjourned at 9:09 PM.

Respectfully submitted,

Kelly Ward
Director of Administrative Services

Exhibit A:

Date: December 30, 2008

To: All Board Members

From: Dan Dieter
Vice President, Oregon Youth Soccer Association

Re: Vice President's Report for January 2009 Board Meeting

PROTESTS AND APPEALS

Thanks to all of you who helped on the Protest and Appeal policy. We are still due to present a manual as indicated in the new policy. We currently have not Protests or Appeals to review.

BOARD DEVELOPMENT COMMITTEE

As we look forward to the next calendar year, I hope to find some resolution to the board size / structure situation. Any thoughts or ideas are appreciated.

RISK MANAGEMENT

Again, thanks to Brian Scott for his work on the Risk Management Policy. At the current time, there are no cases in the hopper.

Respectfully submitted,

Dan Dieter
Vice President
Oregon Youth Soccer Association
503-543-5200 (H)
503-453-6761 (C)
teamdieter@centurytel.net

**Executive Director's Report
January 5, 2009**

AGM – Mark your calendars for January 24th and 25th and come to the River Valley Inn in Eugene.

Oregon Youth Soccer Foundation – The Foundation Board is planning on meeting just prior to the January Association Board Meeting to approve changes to their bylaws that will enable the OYSA Board to directly appoint their board. The proposed revisions are included in the Association's Board Mailing for January for your consideration and potential approval.

Audit – Our new auditors, Gary McGee and Co, met with staff and then with the Finance Committee in December to go over the audit for the 2007/2008 fiscal year. The auditors determined that the past practice (approved by our previous auditors) of delaying recognition of income received at the end of one fiscal year for services (and recognition) in the next fiscal year was not consistent with our accounting method. Their adjustments resulted in a dramatically positive one time increase to our balance sheet but had a negative impact on our net cash operations as of June 30, 2008. Together with the inclusion and consolidation of the Foundation's financial operations (another change by our new auditors) for the first time with the Association's and a payment for online registration in FY 2007/2008 that was budgeted for in FY 2008/2009, the impact is an apparent \$245,000 loss. It should be stressed, however, that these are primarily timing and accounting adjustment issues as is evidenced by a gain in our balance sheet of approximately \$450,000 compared to last year.

PYSA – Mike Smith and I met with many of the President's of the Portland District clubs to talk with them directly and listen to their concerns. We felt it was a positive meeting, though some resentment and hostility was clearly evident. Their questions related to potential changes to our competitive league structure, how we intend to address the FY 08/09 deficit next year and the value and nature of our recreational services and clinics. A related theme was our responsiveness (or lack thereof) to their needs and the degree to which they are able to influence board policy. We have not received any formal notification either from PYSA or any clubs in the Portland District, however it is my understanding that the PYSA Board met prior to our meeting and voted to recommend that the clubs in that District leave OYSA.

OYSA "Light" – I have had conversations with THJSL, PYSA and a couple of other clubs about our plan to explore the possibility of reducing dues and making many of our established services available on a fee-for-service basis. The forums have not provided time for a very thorough discussion however feedback to date has been rather muted. There doesn't seem to be strong opinions, either way – probably because the details of such a model are not explicit. A few club leaders have said clearly that they do not want us to reduce our service options. I have been letting people know that the details of any changes, or even whether we change our service/revenue model at all, would depend on what we hear from our members about what services they want us to protect and/or subsidize and what they want us to eliminate – or relegate to a pay-as-you-go model.

Exhibit C:
Member Services Report

Club Development

Hood River

I have had phone discussions and email exchanges with the persons involved in Hood River soccer regarding the status of the 4-H club. There has not been a meeting of the parties since the meeting that I attended in August. Both groups say they have tried to arrange communication, but have failed. There has been no resolution of the issues of fields, overlapping schedules, and overlapping player bases that separated the parties.

The Dynamos report that they are moving ahead and are exploring closer cooperation with The Dalles and White Salmon, WA. A representative of the 4-H group has raised the possibility of their focusing on the geographic area of the southern Hood River valley in order to minimize the field and player conflicts. I am awaiting further developments from the groups involved.

Recreation Council

There will be a Recreation Council meeting January 14, 2009 at Noon to consider topics for the Recreation Forum at the AGM. Mike Smith has committed to meeting with the Recreation Council. We hope that having the Technical Director participating in these meeting we will be able to increase attendance and find ways to better align our services with the needs and desires of our member clubs.

AGM Workshop

Chuck Keers and I will be presenting a workshop at the AGM that addresses common administrative issues faced by our member clubs. The topics to be covered in that workshop include many of the issues that will be addressed in the Club Administration Manual under development.

Annual Awards

All recipients of the annual awards to be presented at the AGM have been notified.

Risk Management

AGM Workshop

I will be presenting a workshop at the AGM on the topic of risk management issues beyond background checks and abuse prevention.

TOPSoccer

AGM Workshop

John Hanna will chair a TOPSoccer forum and will present a workshop on starting a TOPSoccer program. He will also present the TOPSoccer coaching certification course. This is a 3 hour coaching course created by the US Youth Soccer Coaching Education Department.

ESUFC

Eastside will present its spring sessions 3/2-4/27. They will also be running a TOPSoccer summer camp from 6/29-7/2. Details and registration for the summer camp are available through the Eastside website at www.esufc.com.

Coaching Education

D License

OYSA presented a D License course at the Tualatin Hills Rec Center beginning December 6th. The final field exam scheduled for December 20th had to be postponed due to snow. We will schedule the final field examination for the near future.

We have applied for permits to use the Athey Creek Middle School fields and meeting space for a D License course to be presented June 5-7 and 12-14.

Respectfully submitted,
Brian Scott
Member Services Coordinator

**Leagues and Tournament Report
December, 2008
Submitted by Scott Enyart, Director, Leagues and Tournaments**

President's Cup: Our U15 through U19 event will be in April. U15 through U17 champions will qualify for Regionals.

USYS President's Cup Regional Tournament:

Unfortunately, I do not have any additional information from Region IV regarding this tournament. There are many unanswered questions that only the region can answer – it does appear that there will be a draw held in San Jose the first weekend of March. And if they follow the regional tournament model the option for wild cards will be offered.

Referees:

We continue to prepare for 2009 – class schedule, academy and mentor program details as well as AGM sessions are in the works

Winter League 2009:

Staff decided to adjust the dates of the league to Jan 24 to April 5
Teams are able to “black out” two weekends.

Spring League 2009:

This is a “fun” competitive league – no standings will be kept. Although play is scheduled to start mid February for some teams others requested a late start.

State Cup 2009:

Preliminary rounds will be April 4, 5, 11, 12, 18, 19;
Quarterfinals April 25 or 26
Semi finals May 2
Finals May 9

Kohl's American Cup:

We are exploring changing this event to one weekend rather than a 3 Sunday set up. More details are forthcoming. The national office has added an additional event truck so that the interactive area can become an annual fixture.

New field complexes:

Medford Parks and Recreation has been in touch regarding the Cellular One complex that will be opening 5 fields this summer. These 5 all weather fields will be a welcome addition to their field inventory.

Albany Parks and Recreation – staff is looking into the master plan for parks to see if the soccer complex is still included. An additional large complex in this area would mean 30 fields within 45 minutes of each other.

Finance Committee Meeting
December 11th, 2008

Review of Fiscal Year June 30th, 2008 Results and Audit:

The Finance Committee met with Gary McGee & Co. to review the results of our June 30th, 2008 fiscal year end. This was the first year the Association has utilized this company to prepare our audited financial statements. . For the first time, our financial statements reflect the consolidated results of Oregon Youth Soccer Association (OYSA) and Oregon Youth Soccer Foundation (OYSF).

The financial statements were prepared using the modified cash basis, which is a comprehensive basis of accounting. The final audit report dated December 11th, 2008 finds, that the “consolidated financial statements present fairly, in all material respects, the assets, liabilities, and net assets arising from cash and other transactions of the Oregon Youth Soccer Association and Subsidiary as of June 30th, 2008, and its support and revenues collected and expenses paid for the year then ended.”¹

Net decrease in Cash balance:

For the year ending June 30th, 2008, our net assets decreased by \$245,104. This amount is comprised of decreases associated with operations, and accounting adjustments recommended by our auditors. The breakdown of these items is reflected below:

Decrease in Net Assets from Operations	\$(107,301)
Decrease due to Accounting Adjustments	(137,803)
Decrease in Net Assets for fiscal year	(245,104)

Decrease in Assets from Operations:

As indicated above, the decrease from operations reflects for the first time, the consolidated results of both OYSA and OYSF. For the fiscal year ended June 30th, 2008, the decrease in assets from operations is broken down as follows:

OYSA-	\$(83,961)
OYSF-	(23,340)

At first blush, it would appear the operating results for OYSA are not in line with the balanced budget adopted for the fiscal year. However, almost the entire operating deficit is attributable to an early payment (prior to our June 30th year-end) of two items included in the budget for the June 30th, 2009 fiscal year. These two items consist of a \$61,000 payment for our online registration system, and \$20,000 in deposits associated with travel to the Region IV soccer tournament.

Decrease in Net Assets attributable to accounting adjustments:

This item consists of three accounting adjustments proposed by our accounting firm. These include the following items:

Reverse cash received prior to June 30 th , 2007, recorded July 2007	\$(622,631)
Record cash received prior to June 30 th , 2008, recorded July 2008	495,908
Miscellaneous accounting adjustments	(10,080)
Decrease in Net Assets due to Accounting Adjustments	(137,803)

Historically, OYSA deferred recognition of income associated with membership dues received shortly before year-end, which were budgeted and attributable to membership in the subsequent fiscal year. As described in Footnote #12 to our financial statements, our accounting firm has determined that this income is required to be recognized under the modified cash method in the fiscal year of receipt, irrespective of the fiscal year to which the membership dues relate. This accounting change resulted in a one-time favorable increase to our opening balance sheet at July 1st, 2007, by increasing our cash balance by \$622,631. Membership dues received prior to June 30th, 2008, but recorded in July 2008, decreased to \$495,908. The effect of these two accounting adjustments is reflected as a decrease in net assets of \$126,723 for the June 30th, 2008 fiscal year.

¹ Gary McGee & Co., Certified Public Accountants, Audit Report of the Oregon Youth Soccer Association for the Year Ended June 30th, 2008, report dated December 11th, 2008.

Review of Internal Controls:

Our accountants recommended several changes to our existing internal controls, and additionally, noted that we are not currently in compliance with our existing internal control policies in several areas. Each of these items was discussed by the Finance Committee. Kelly Ward will update our internal control policy to incorporate the necessary changes recommended by our auditors. The Finance Committee will review and adopt these recommended changes at our next meeting.

Change to Accrual Method of Accounting:

As noted in Note #12 to the financial statements, and as discussed above, our new auditors recommended a restatement to our net assets and methodology for accounting for membership fees received prior to the fiscal year end, but attributable to the subsequent years budgeted activities. Although our prior auditors approved of this accounting method, our new auditors and the finance committee agreed with the restatement in order to comply with a cash method of accounting.

Our new auditors believe that due to the growth of the Association, and in order to more accurately reflect our financial activity, that OYSA should adopt an accrual method of accounting. The Finance Committee discussed this in detail and determined beginning with the June 30th, 2009 fiscal year-end, the Association should prepare it's financial statements using an accrual method of accounting.

Submitted by David Wagner, Secretary/Treasurer

**BYLAWS
OF
OREGON YOUTH SOCCER FOUNDATION**

Proposed Revision November 2008

These Bylaws of Oregon Youth Soccer Foundation (the "Corporation") are intended to conform to the mandatory requirements of the Oregon Non-Profit Corporations Act (the "Act"). Any ambiguity arising between the Bylaws and the discretionary provisions of the Act shall be resolved in favor of the application of the Act.

ARTICLE I

PURPOSE

The "Corporation" is organized and at all times shall operate exclusively for the benefit of, Oregon Youth Soccer Association, Inc., (the Association") a non-profit organization described in Section 501 (C) (3) of the Code of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the "Code"). The specific purposes of the Corporation" are to 1) engage in and conduct charitable and educational activities in support of the "Association"; (2) solicit, receive and maintain gifts of money and property and to distribute money and property toward the goals, objectives, programs and services of the "Association".

ARTICLE II

MEMBERSHIP

This "Corporation" shall have no members. It shall be governed and managed by a Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Function

The Board of Directors shall manage the business and affairs of the "Corporation" and shall exercise all the powers of the "Corporation" as provided by law and the Articles of Incorporation, but subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws. The Board of Directors may by resolution delegate to committees, including an Executive Committee if their own number, or to officers of the Corporation, such powers and functions as they may designate from time to time.

Section 2. Number

~~The Board of Directors shall consist of at least five (5) but not more than nine (9) Directors. The exact number shall be fixed from time to time by resolution of the Board of Directors; provided however, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.~~

The number of Directors may vary between a minimum of five (5) and a maximum of fourteen (14).

Section 3. ~~Qualifications~~ Appointment of Directors

~~Directors as may be elected by the Board of Directors, from time to time, and such members as shall be affirmed by the Board of Directors of the "Association", shall constitute the Board of Directors of the Foundation.~~

The Board of Directors of the Association shall appoint the Board of Directors of the Foundation.

Section 4. Term

- ~~a. The term of any member of the Board of Directors elected by the Board shall be three (3) years.~~
- ~~b. Successors to the directors whose terms of office expire each year shall be appointed by the Board of Directors to serve a term of three years or until their successors are similarly appointed.~~
- ~~c. Directors shall be eligible for re-election to one additional term and shall allow for at least one-year absence from the Board as a Director before qualifying for other terms of office~~

The Board of Directors of the Association shall set the term of office, if any, for each Director. If the Board of Directors of the Association fails to set a term of office, the Director shall serve until removed or replaced by the Board of Directors of the Association.

Section 5. Election Procedure

~~At each annual meeting of the Board of Directors, the successors to the elected Directors whose term expire that year shall be elected.~~

Section 6. Annual Meeting

The Board of Directors shall hold meetings at least four times each calendar year, or more often as necessary. The Board of Directors shall, by its own resolution, designate such dates, times and places as it may choose for such meetings; provided, however, the annual meeting of the Board of Directors shall be held no later than the second Sunday of May of each calendar year.

Section 7. Special Meetings

Special meetings of the Board of Directors may be called by the President and must be called by the President upon the written request of at least two Directors. Notice of a special meeting of the Board of Directors shall be mailed, hand delivered or given verbally to each Director not less than three days prior to the meeting. The notification shall include the date, time, place and agenda of the special meeting.

Section 8. Waiver of Notice

A Director may at any time waive any notice required by the Act, the Article of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the Director entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum

A majority of the Directors in office immediately before the meeting begins shall constitute a quorum at any meeting. When a quorum is present, the vote of the majority of the directors at such meeting shall be the act of the Board of Directors unless a greater vote is required by law, the Articles of Incorporation or these Bylaws.

Section 10 9. Presumption of Assent

A Director of the "Corporation" who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 14 10. Removal or Resignation of Directors

Any Director of the "Corporation" may resign from such position by delivering written notice of the resignation to the Board of Directors, its presiding officer, the president or secretary, but such resignation shall be without prejudice to the contract rights, if any, of the "Corporation." ~~Any Director may be removed, with or without cause, by the person who appointed or elected the Director, whenever in its judgment the best interests of the "Corporation" would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of a director shall not of itself create contract rights. A vote of two-thirds of the Directors then in office shall remove a Director elected by the Board of Directors.~~ The Board of Directors of the Association may remove any Director, with or without cause.

Section 12 11. Vacancies

~~In the event of a vacancy, the person who appointed or elected the Director shall appoint or elect an interim Director for the uncompleted term. A vote of a majority of Directors then in office shall elect a Director to fill the uncompleted term of a Board elected Director.~~

In the event of a vacancy, the Board of Directors of the Association shall appoint a Director to fill the vacancy.

Section 13 12. Compensation

Directors shall not be compensated for their services as Directors. The Directors shall be reimbursed by the "Corporation" for necessary expenses incurred in the execution of their duties and responsibilities, but such reimbursement for expenses to attend meetings, for each Directors, shall be a reasonable per diem amount, plus reasonable and actual travel expenses. No director shall be liable to account to the "Corporation" for any profit realized by the Director from or through any transaction or contract of the "Corporation"; provided however, in the case of any such contract or transaction requiring authorization by the Board of Directors, no Director who personally or through any firm or corporation is interested in such a contract or transaction shall be entitled to vote thereon, although such Director may be counted in determining whether a quorum is present at any meeting upon which action thereon is taken; and such Director shall be responsible for disclosing to the Board of Directors his or her interest in any such contract or transaction.

Section 14 13. Action by Directors without a Meeting

Any action required to be taken at a meeting of the Directors of this "Corporation", or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said Directors.

ARTICLE IV

OFFICERS

Section 1. Officers

The officers of the "Corporation" shall be a President, a Secretary and a Treasurer. Each officer shall be elected by the Board of Directors at its annual meeting from among the Directors. Each officer shall serve for a term of two years. Officers shall assume their respective duties immediately upon election.

Section 2. Duties of Officers

a. President – The President shall preside over all meetings of the Board of Directors and shall discharge such other duties as may be prescribed from time to time by the Board of Directors. The President shall designate the members and officers of each standing committee and each other committee created by the Board of Directors from time to time.

b. Secretary – The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors and of any standing or temporary committee thereof; shall be responsible for timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law; shall be custodian of the corporate records and the seal of the "Corporation" (if any) and shall be responsible for authenticating the records of the "Corporation" as duly authorized or required by law; and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

c. Treasurer – The Treasurer shall be the legal custodian of all the corporate funds and securities; shall deposit all funds in the name of the "Corporation" in such bank or banks as the Board of Directors shall by resolution specify; shall keep proper account books and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 3. Other Officers

The Board of Directors may by resolution create such additional and special officers as may be considered necessary or desirable in addition to those herein above described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board of Directors shall provide.

Section 4. Compensation and Expenses

Unless otherwise established by the Board of Directors, no officer shall be compensated for his or her services as an officer. Expenses incurred in connection with performance of an officer's official duties may be reimbursed upon approval of the Board of Directors.

Section 5. Resignation or Removal

Any officer of the "Corporation" may resign from such position by delivering written notice of the resignation to the Board of Directors, but such resignation shall be without prejudice to the contract rights, if any, of the "Corporation". Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, when in its judgment the best interests of the "Corporation" would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer or agent shall not of itself create contract rights.

Section 6. Vacancies

Vacancies in any office caused by any reason shall be filled by the Board of Directors at any meeting by selecting a suitable and qualified person to act during the un-expired term.

ARTICLE V

RIGHT OF PARTICIPATION

No person shall be denied the services or facilities of this organization or be excluded from participation or service herein because of race, age, color, sex, creed, religion, handicap or national origin, and discrimination of any kind in respect hereof is expressly prohibited.

ARTICLE VI

DEPOSITORIES, SIGNATURES AND SEAL

Section 1. Depositories

All funds of the "Corporation" shall be deposited in the name of the "Corporation" in such bank, banks or other financial institutions as the Board of Directors may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of the "Corporation" by the Treasurer and / or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Contracts

All contracts, deeds and other instruments shall be signed on behalf of the "Corporation" by the President or by such other officer, or agent as the Board of Directors may from time to time designate.

Section 3. Seal

The "Corporation" shall have no seal.

Section 4. Borrowing

Notwithstanding any other provision in these Bylaws, no officer or agent of this "Corporation" shall have authority to borrow any funds in behalf of the "Corporation" or to hypothecate any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution by a majority of Directors, duly entered in the minutes of the Board. No loans shall be made by the "Corporation" to any Director or officer.

Section 5. Gifts

The Board of Directors may accept on behalf of the "Corporation" any contribution; gift, bequest, or devise is subject to the Board's acceptance.

ARTICLE VII

AMENDMENTS

These Bylaws may be amended by a 2/3 vote of the Board of Directors then in office at any regular or special meeting of the Board of Directors, provided that the thirty (30) day notice given for such meeting indicates that such amendments will be considered. ~~Changes will be affirmed by the Board of Directors of the "Association".~~ Any amendment made by the Board of Directors must be approved in writing by the Board of Directors of the Association before it becomes effective.

ARTICLE VIII

INDEMNIFICATION

Section 1. Directors and Officers

Pursuant to ORS 65.387 to 65.414, the "Corporation" shall indemnify, to the fullest extent provided in the Act, any Director or officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the "Corporation") by reason of or arising from the fact that such person is or was a Director or officer of the "Corporation". The Determination and authorization of indemnification shall be made as provided in the Act.

Section 2. Advance of Expenses

The "Corporation" may pay for or reimburse the reasonable expenses incurred by a Director or officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.

Section 3. Insurance

At the discretion of the Board of Directors, the "Corporation" may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the "Corporation" against any Liability asserted against such person and incurred by such person in any capacity, or arising out of such person's 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.

Section 4. Purpose and Exclusivity

The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board of Directors or otherwise.

Section 5. Definitions

The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

ARTICLE IX

COMMITTEES OF THE BOARD

Section 1. Committees of the Board of Directors

A majority of the Board of Directors in office may create one or more committees of the Board of Directors. Each committee shall consist of two or more Directors of the Board. Such committees may exercise the authority of the Board subject to limitations imposed by the Act, the Article of incorporation or these Bylaws.

Section 2. Executive Committee

- a. The Board of Directors may establish an Executive Committee. The Executive Committee shall exercise the full power of the Board in the management of the "Corporation" during periods of adjournment of the Board, subject to limitations imposed by the Act, the Articles of Incorporation, these Bylaws or resolution duly adopted by the Board of Directors.
- b. The Executive Committee shall consist of the officers of the "Corporation".
- c. Any actions of the Executive Committee requiring Board approval must be submitted to the Board of Directors for ratification at the next meeting. The presence of a majority of the Executive Committee shall constitute a quorum for the transaction of business. A majority of the total votes cast shall decide all issues.

Section 3. Committees other than Committees of the Board

- a. Committees other than Committees of the Board of Directors shall not exercise the authority of the Board of Directors. The duties of such committees shall be as prescribed by these Bylaws or the Board of Directors. The Board shall have the power to dissolve such committees and may establish or dissolve additional committees.
- b. Except as otherwise provided, committee members may, but need not be, Directors of the Board. The President may designate Directors of the board as committee members. Each chair shall be appointed by the President and serve until his or her successor is appointed or until his or her resignation or removal. A chair may be removed by the President with the concurrence of the Board.

Section 4. Ad Hoc Committees

The Board may establish or dissolve ad hoc committees and may appoint the chair of each ad hoc committee. The chair and ad hoc committee members need not be Directors of the Board.

Section 5. Action by Committees

Except as otherwise provided in this Article IX, the provisions in Article III of these Bylaws governing meetings, action without meetings, notice and waiver of notice and quorum and voting requirements of the Board of Directors apply to the committees and their members.

Exhibit H:

**Exhibit I:
Exhibit J:
Exhibit K:**