

Greater Portland Soccer District, Inc. (GPSD)

Bylaws

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Bylaws of the Greater Portland Soccer District, Inc. (GPSD)

Article I - Purpose

A. Nonprofit Corporation

Greater Portland Soccer District, Inc. ("GPSD" or "the corporation") was incorporated as a public benefit corporation without members, pursuant to the Oregon Nonprofit Corporation Act (ORS Chapter 65) and shall be operated exclusively for charitable, religious, educational or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, as an organization exempt from income taxation under Section 501(c)(3). Subject to the limitations stated in the articles of incorporation, the purposes of the corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under ORS Chapter 65 and section 501(c)(3) of the Internal Revenue Code.

B. Primary Purpose

The corporation's primary purpose is to develop, promote and administer the game of soccer among adult players in the greater Portland metropolitan area, in league play and tournaments, along with other related activities. Subject to the limitations of section 1.2, GPSD shall be responsible for the daily operation and administration of its own affairs, including but not limited to electing directors and officers, organizing leagues and divisions, scheduling matches, adjudicating protests, taking disciplinary or judicial measures, and organizing or sponsoring tournaments. GPSD shall have exclusive authority to organize its leagues for the benefit of its affiliated players, teams, managers and sponsors.

C. Additional Purposes & Affiliation

GPSD shall be affiliated with the Oregon Adult Soccer Association ("OASA") and United States Soccer Federation ("USSF") and, so long as it maintains that affiliation, GPSD shall comply with the authority, rules and bylaws of OASA. GPSD shall coordinate with OASA and assist OASA in the resolution of questions and controversies arising in the administration of the game of soccer in the greater Portland metropolitan area and GPSD shall represent the interests of its affiliated teams, players, managers and sponsors, where appropriate.

Article II – Members

A. No Members

The corporation shall have no members, as that term is defined in the Oregon Nonprofit Corporation Act, but shall have affiliated teams, managers and players who may be referred to as "members" for other purposes. These "members" shall have none of the rights or duties described in ORS chapter 65.

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Article III – Offices

A. Principal Office

The Board of Directors shall fix and continuously maintain a location for the principal business office of the corporation at any place within or outside the State of Oregon and shall designate the same in the same in the corporation's annual report.

B. Other Offices

The board of directors may at any time establish branch or subordinate offices at any place or places as the board of directors may deem advisable.

C. Registered Office & Registered Agent

The board of directors shall designate for the corporation and shall continuously maintain in Oregon a registered office (which may be, but need not be, the same as any of its business offices) and a registered agent (which agent shall be either an individual who resides in Oregon whose business office is identical to such registered office, or a domestic corporation or nonprofit domestic corporation whose business office is identical to such registered office, or a foreign corporation or nonprofit foreign corporation authorized to transact business in Oregon whose business office is identical to such registered office). If the designated registered agent shall resign, the board of directors shall forthwith appoint another. The board of directors may change the registered office or registered agent, or both, from time to time. In the event of the change of the registered office or registered agent or the resignation of the registered agent, the board of directors shall promptly file a statement with the Oregon Corporation Commissioner notifying it of the change and the successor office and/or agent.

Article IV - Directors

A. Duties & Powers

1. Subject to the provisions of the Oregon Nonprofit Corporation Act and limitations in the articles of incorporation and these bylaws, the affairs of the corporation shall be managed by a board of directors.
2. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power:
 - a. To select and remove all officers, agents, and employees of the corporation and prescribe any powers and duties for them that are consistent with law and with these bylaws;
 - b. To borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
 - c. To organize and schedule league seasons, tournaments; to establish affiliation, team registration, referee and other fees, as necessary in the discretion of the board; to establish Rules of Competition governing GPSD seasonal play; to establish other rules as necessary to govern tournament play; to interpret the Rules and implement sanctions or penalties against players or teams, consistent with the Rules; to represent GPSD and the interests of its affiliated teams, players, managers and sponsors in dealings with OASA, USSF and other soccer leagues, associations or federations.

B. Qualification & Number of Directors

All directors must be individuals and must have expressed interest in the organization and promotion of soccer in the Portland metropolitan area. The authorized number of directors may vary between four (4) and forty-five (45). A director need not be a citizen of the United States or a resident of the State of Oregon.





Article IV - Directors (continued)

C. Election and Term of Office of Directors

1. The initial directors shall hold office until a successor has been elected and qualified, or until earlier resignation, removal from office or death. Thereafter, the board of directors shall elect its own members, although the board shall receive and act upon nominations from the managers' committee at the outset of the next meeting of the board of directors following the nomination. A director shall not vote on that member's own position.
2. Directors who are elected by the board to join or replace any or all of the members of the initial board of directors shall hold office until their successors have been elected and qualified, or until their earlier resignation, removal from office or death.
3. Each director will serve a two-year term of office, which term shall commence running at the time of the Annual Managers Meeting. A director may be reelected without limitation on the number of terms he may serve. The board may make provisions to stagger the terms of directors so that each year, the terms of as close as possible to one-half of the directors shall expire.

D. Removal & Resignation

1. Any director may be removed only at a meeting of the board called for this purpose and then only by a vote of two-thirds of the directors then in office. The board must provide 14-day written notice of intent to seek removal of the director.
2. Any director may resign effective on giving written notice to the president, the secretary or the board of directors; unless the notice specifies a later time for that resignation to become effective, it shall be effective upon receipt. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective, to serve out the remainder of the term.
3. Any reduction of the authorized number of directors shall not have the effect of removing any director before that director's term of office expires.

E. Vacancies

1. A vacancy or vacancies on the board of directors shall be deemed to exist in the event of the death, resignation or removal of any director, or at any time when the authorized number of directors is not exceeded.
2. Vacancies on the board of directors may be filled by a majority vote of the directors present at any general or special meeting of the board of directors or at a meeting of the executive committee, pursuant to Article 5.A.1.b, following nomination by the president or any member of the board of directors. The directors considering the nomination shall act upon such nominations at the outset of the meeting at which the nomination is made. Directors so elected shall hold office until their successors have been elected and qualified following the natural expiration of the director's term, or until their earlier resignation, removal from office or death.

F. Quorum and Action

1. A quorum at a board meeting shall be seven (7) directors in office immediately before the meeting begins. In the event of a board meeting conducted wholly or partially via e-mail, fax, regular mail, or telephonic a total of ten (10) directors in office must participate. Except as otherwise provided in the articles of incorporation or these bylaws, if a quorum is present, action is taken by a majority vote of the directors present.
2. A quorum at an executive committee meeting shall be five (5) executive committee members immediately before the meeting begins, in the event of an executive committee meeting conducted wholly or partially via e-mail, fax, regular mail, or telephonic a total of seven (7) current committee members shall participate. Except as otherwise provided in the articles of incorporation or these bylaws, if a quorum is present, action is taken by a majority vote of the executive committee members present.





Article IV - Directors (continued)

G. Board Meetings

1. Regular meetings of the board of directors shall be held not less than twice annually, at a time and place designated by the board, at any place within or outside the State of Oregon, without other notice of the date, time, place or purpose. Unless otherwise designated, regular meetings shall be held at the principal business office of GPSD.
2. Special meetings of the board of directors may be called by the president or a quorum of the board of directors. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each director personally or by mail or telephone not less than two (2) days prior to the meeting. Unless otherwise designated in the notice of the meeting, the meeting shall be held at the principal business office of GPSD,
3. A director at any time may waive any notice required by law, the articles of incorporation or these bylaws. Except as provided in this subsection, the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
4. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting may simultaneously hear each other during the meeting, in which event all such directors shall be deemed to be present in person at the meeting.

H. Organization of Meetings

At every meeting of the board of directors:

1. The president or, if the president is absent, then the vice president, or if the vice presidents is absent, then any director chosen by a majority of the directors present at the meeting, shall act as chairman of the meeting.
2. The secretary, or if the secretary is absent, then any individual chosen by a majority of the directors present at the meeting, shall act as secretary of the meeting. The secretary or acting secretary shall be responsible for submitting those minutes in final form at the next meeting of the board of directors for approval.

I. Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

J. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than forty-eight (48) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

K. Action Without Meeting

Any action required or permitted to be taken at the board of directors meeting may be taken without a meeting if the action is taken by all members of the board and if all members of the board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

L. Fees and Compensation of Directors

Directors shall not receive compensation for their services, but may receive such reimbursement of expenses, as may be fixed or determined by resolution of the board of directors. Directors who serve as an officer or committee chair shall not be disqualified from receiving compensation for work performed as an officer or committee chairperson, because he also serves as a director.





Article V - Committees

A. Standing Committees

The following standing committees shall exist at all times and shall assist the board of directors in their designated areas:

1. **Executive Committee:** The executive committee shall consist of the officers of the corporation, the Judiciary Commissioner, the Game Scheduler and up to nine (9) other members of the board of directors, to be elected by the board of directors by a majority vote.
 - a. Regular meetings of the executive committee shall be held monthly at a time and place designated by the executive committee, without other notice of the date, time, place or purpose. Unless otherwise designated, regular meetings shall be held at the principal business office of GPSD. Special meetings of the executive committee may be called by the president or a quorum of the committee. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each committee member personally or by mail or telephone not less than two (2) days prior to the meeting. Unless otherwise designated in the notice of the meeting, the meeting shall be held at the principal business office of GPSD.
 - b. Subject to the provisions of the Nonprofit Corporations Act and limitations in the articles of incorporation and these bylaws, the executive committee shall have the authority to organize and schedule league seasons and tournaments; to establish affiliation, team registration, referee and other fees; to establish Rules of Competition governing GPSD seasonal play; to establish other rules as necessary to govern tournament play; to fill vacancies in the board of directors, in accordance with article 4.5(B).
2. **Managers Committee:** The managers committee shall consist of the managers (or an alternate team representative designated by the manager) of all affiliated teams, in good standing, that have applied and paid registration fees for the GPSD season. Each team, through its manager or alternate, shall have one vote at all meetings. The managers committee shall meet not less than twice per year at a time and place designated by the board of directors, at an Annual Managers Meeting and a Midyear Managers Meeting, and the board of directors shall provide notice of these meetings (as well as any special meetings of the managers' committee) to all current team managers, not less than thirty (30) days prior to the meeting.
 - a. The Annual Managers Meeting shall be held annually prior to the commencement of GPSD's fall season and the meeting shall be conducted in accordance with section 4.8 of these bylaws, above. The officers and board of directors shall present to the managers reports on GPSD's activity in the previous year, including its financial status, scheduling issues and judiciary issues. At the Annual Managers Meeting, the managers committee shall nominate up to twenty-five (25) individuals for election to the board of directors.
 - b. The Midyear Managers Meeting shall be held annually prior to the commencement of GPSD's spring/summer season and the meeting shall be conducted in accordance with section 4.8 of these bylaws. The officers and board of directors will present reports on GPSD's activity since the Annual Managers Meeting, including financial status, scheduling issues, judiciary issues and any proposed changes to the Rules of Competition. Changes to the Rules of Competition may be approved only by majority vote of the managers present.
3. **Judiciary Committee:** The Judiciary Committee shall consist of a Judiciary Commissioner, who shall be nominated by the president and approved by a majority of the board of directors, and such members as the Judiciary Commissioner and board of directors care to appoint. The duly appointed Judiciary Commissioner shall serve as a member of the board of directors and shall report to the board of directors. The Judiciary Committee shall oversee the implementation and enforcement of the Rules of Competition and adjudicate all disciplinary matters in accordance with the Rules of Competition, including the assessment of penalties and sanctions.



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Article V – Committees (continued)

A.

4. Scheduling Committee: The Scheduling Committee shall consist of a Game Scheduler, who shall be nominated by the president and approved by a majority of the board of directors, and such members as the Game Scheduler and board of directors care to appoint. The duly appointed Game Scheduler shall serve as a member of the board of directors and shall report to the board of directors. The Scheduling Committee shall have responsibility for scheduling fields and matches for GPSD seasonal play and tournament play, if any. The Game Scheduler, or an alternate representative designated by him or the board of directors, shall represent GPSD at any meetings where use or scheduling of fields is at issue.

B. Other Committees

1. The board of directors may establish such other committees as it deems necessary and advisable, to exercise functions of the board of directors or to be advisory committees. The board of directors may create such committees at a regular meeting or special meeting called for that purpose, by resolution adopted by a majority of the board members present and may appoint a chairperson and members to serve on any such committees, which shall include at least two (2) members of the board of directors on each such committee.
2. Each such committee, to the extent provided in the resolution of the board, shall have all the authority granted by the board, but no such committee shall have the authority of the board of directors to:
 - a. authorize distributions
 - b. approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the GPSD's assets
 - c. elect, appoint or remove directors or fill vacancies on the board of directors or on any of its committees
 - d. amend articles of incorporation
 - e. adopt, amend or repeal bylaws

C. Committee Meetings

Committees shall hold meetings on a periodic basis, as deemed necessary by the respective chairperson, but in accordance with these bylaws and the resolution of the board creating the committee. Meetings and action of the standing committees or any other committee shall be governed by and held in accordance with the provisions these bylaws, including section 4.8, with such changes in the context of the bylaws as necessary to substitute the committee, its chairperson and members for the board of directors and its members.





Article VI - Officers

A. Officers

The officers of the corporation shall be a president, vice president, treasurer and secretary. No person shall simultaneously hold more than one office.

B. Election of Officers & Term

The initial officers of the corporation shall be elected by the board of directors and shall serve until the natural expiration of the term of office, or the earlier removal or resignation, as provided in these bylaws. Thereafter, the board of directors shall elect officers at a meeting of the board immediately following the Annual Managers Meeting, or as soon thereafter as possible, following consideration of the board of nominations to the board by the managers committee. Officers shall be elected to a term of two (2) years, as follows:

1. The president and secretary shall be elected following the Annual Managers Meeting in even numbered years, by a majority vote of the directors present.
2. The vice president and treasurer shall be elected following the Annual Managers Meeting in odd numbered years, by a majority vote of the directors present.

C. Duties of Officers

1. **President.** Subject to such supervisory powers given to the board of directors by the articles of incorporation and these bylaws, the president shall supervise the activities and affairs of GPSD. The president shall have all other powers and duties prescribed by the board of directors or these bylaws. The president shall preside at all meetings of the board of directors and all meetings of the executive committee and managers committee, including but not limited to the Annual Managers Meeting and Midyear Managers Meeting. The president shall not serve as the chairperson of any committee created by the board (other than the executive committee) but may serve as a member of any committee.
2. **Vice President.** The vice president shall serve to assist the president in the execution of his duties and shall maintain communication and oversee the work of all committee chairpersons. The vice president shall have all other powers and duties prescribed by the board of directors or these bylaws. In the absence of the president, the vice president shall perform all duties of the president and, when so acting, shall have all the authority of the president, subject to the same limitations.
3. **Secretary.** The secretary shall attend to and safeguard all correspondence of the corporation and shall record the minutes of all meetings of the board of directors and the managers committee, including but not limited to the Annual Managers Meeting and the Midyear Managers Meeting. The secretary shall keep or cause to be kept, at the principal business office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, and committees of directors, with the time and place of holding, whether regular or special or annual, and, if special, how authorized, the notice given, the names of those present at directors' meetings or committee meetings, and the proceedings thereof. The secretary shall give, or cause to be given, notice of all meetings when required by the bylaws or by law. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.
4. **Treasurer.** The treasurer shall have charge of all finances as well as financial records and financial reporting of GPSD. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and shall report on the corporation's finances at the Annual Managers Meeting. The treasurer shall deposit all moneys and other valuables in the name and to the credit of GPSD, with such depositories as designated by the board of directors. The treasurer shall disburse the funds of GPSD, as may be ordered by the board of directors, and shall render to the president and directors, at board meetings or upon reasonable request, a report of all transactions as treasurer and of the financial condition of GPSD. The treasurer shall have other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.





Article VI – Officers (continued)

D. Remove & Resignation of Officers

1. Any officer may be removed only at a meeting of the board of directors called for this purpose and then only by a vote of two-thirds of the directors then in office. The board must provide 14-day written notice of intent to seek removal of the director.
2. Any officer may resign effective on giving written notice to the president, the secretary or the board of directors; unless the notice specifies a later time for that resignation to become effective, it shall be effective upon receipt. If the resignation of a director is effective at a future time, the board or directors may elect a successor to take office when the resignation becomes effective, to serve out the remainder of the term.

E. Vacancies

1. A vacancy or vacancies in an office shall be deemed to exist in the event of the death, resignation or removal of any officer.
2. In the event of a vacancy in the office of president, the vice president shall assume the office of president. In the event of a vacancy in any other office, the board of directors may fill the vacancy by a majority vote of the directors present, following nomination by any officer or any member of the board of directors. Each officer so elected shall hold office until a successor has been elected and qualified at the natural expiration of the term of office, or until their earlier resignation, removal from office or death.

F. Compensation of Officers

Compensation of officers, if any, shall be fixed from time to time by the board of directors. No officer shall be disqualified from receiving compensation because he also serves as a director.

Article VII – Limitation of Liability & Indemnification

A. Limitation of Liability

The personal liability of each member of the board of directors and each uncompensated officer of the corporation to the corporation for monetary or other damages, for conduct as a director or officer, is eliminated to the fullest extent permitted by the Oregon Nonprofit Corporation Law or any other provision of the law of the State of Oregon. Any amendment or repeal of this section shall not adversely affect any right or protection of a director or officer with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

B. Indemnification

The corporation may indemnify, to the fullest extent allowed by law, any member of the board of directors or officer of the corporation who was or is a party, or is threatened to be made a party, to any proceeding by reason of or arising from the fact that he or she is or was a director or officer of the corporation, as follows:

1. Except as provided in section 7.B.3, GPSD shall indemnify an individual made to a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:
 - a. The conduct of the individual was in good faith;
 - b. The individual reasonably believed that the individual's conduct was in the best interests of GPSD, or at least not opposed to its best interests; and
 - c. In the case of any criminal proceeding, the individual had no reasonable cause to believe his conduct was unlawful.
2. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.
3. GPSD may not indemnify a director or officer under this section:
 - a. In connection with a proceeding by or in the right of the corporation in which the individual was adjudged liable to GPSD; or
 - b. In connection with any other proceeding charging improper personal benefit to the individual in which the individual was adjudged liable on the basis that personal benefit was improperly received.



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Article VII – Limitation of Liability & Indemnification (continued)

- B.
4. Indemnification permitted under this section 7.B in connection with a proceeding by or in the right of this corporation is limited to reasonable expenses incurred in connection with the proceeding.
- C. **Mandatory Indemnification**
Unless otherwise limited by the articles of incorporation, GPSD shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because of being a director or officer of GPSD, against reasonable expenses incurred by the director in connection with the proceeding.
- D. **Advances for Expenses**
1. GPSD may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:
 - a. The director furnishes GPSD a written affirmation of the director's good faith belief that the director has met the standard of conduct described in this article; and
 - b. The director furnishes GPSD a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct.
 2. The undertaking required by 7.D.1.b must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.
 3. Any authorization of payments under this section may be made by provision in the articles of incorporation, these Bylaws, by a resolution of the board of directors, or by contract.
- E. **Additional Indemnity**
The indemnification referred to in this Article shall be deemed to be in addition to and not in lieu of any and all other rights to which those indemnified may be entitled.
- F. **Insurance**
GPSD may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee or agent of GPSD or who, while a director, officer, employee or agent of GPSD, is or was serving at the request of GPSD as a director, officer, partner, trustee, employee or agent of another entity. GPSD may purchase and maintain the insurance even if GPSD has no power to indemnify the individual against the same liability under this article.

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Article VIII – Records and Reports

- A. Maintenance of Corporate Records
 - 1. GPSD shall keep at its registered office or its principal executive office the following:
 - a. The articles or restated articles of incorporation and all amendments to them currently in effect;
 - b. The bylaws or restated bylaws and all amendments to them currently in effect;
 - c. A list of the names and business or home addresses of GPSD's current directors and officers;
 - d. The most recent annual report of GPSD delivered pursuant to ORS 65.787; and
 - e. The last three (3) annual financial statements, if any, and the last three (3) accountant's reports if annual financial statements are reported upon by a public accountant.
 - 2. The accounting books and records and minutes of proceedings of the board of directors and any committee or committees of the board shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal office of GPSD. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form, within a reasonable time.
- B. Inspection of Records

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of GPSD. A director may make inspection of records in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.
- C. Annual Statement

GPSD shall by the anniversary date of its incorporation, or such other time as prescribed by law, file with the Corporation Commission of the State of Oregon, on the prescribed form, a statement setting forth the information required by ORS 65.787.

Article IX – General Corporate Matters

- A. Checks, Drafts & Other Evidence of Indebtedness

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to GPSD, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.
- B. Corporate Contracts & Instruments

The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of GPSD, and this authority may be general or confined to specific instances. Unless so authorized or ratified by the board of directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind GPSD by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.
- C. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Oregon Nonprofit Corporation Act shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

Article X - Amendments

- A. Amendments

These bylaws may be adopted, amended or repealed, and new bylaws may be adopted, by an affirmative vote of a majority of the board of directors at a meeting the notice of which is given as required by ORS 65.461.



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Article XI – Season and Fiscal Year

- A. Seasonal Year
The seasonal year of GPSD shall be the seasonal year of OASA, which is from September 1 to August 31.
- B. Fiscal Year
The fiscal year for the corporation shall be the calendar year, January 1 to December 31.

Certificate of Secretary

The undersigned, as secretary of GREATER PORTLAND SOCCER DISTRICT, INC., hereby certifies that the bylaws to which this certificate is attached were duly adopted by the board of directors of said corporation and are in full force and effect.

Date Adopted: _____, 2020

Date Drafted: January 15, 2020

Date Proposed: January 15, 2020

Print Name: Mike Driggs
GPSD Secretary

