

**BYLAWS
OF
OREGON NORDIC CLUB
PORTLAND CHAPTER**

**ARTICLE I
NAME, LOCATION, AND MISSION**

Section 1 - NAME AND LOCATION: Oregon Nordic Club, Portland Chapter (“the Chapter”), is a chapter of Oregon Nordic Club, Inc., an Oregon nonprofit public benefit corporation with members (“the State Organization”). The principal office of the Chapter shall be located in the Portland, Oregon metropolitan area as shall be determined by the Chapter’s board of directors. The Chapter may also have offices at such other places as the business of the Chapter may require, or as the board of directors may from time to time determine.

Section 2 - MISSION: The mission of the Chapter is to encourage, foster, and promote a greater interest in and understanding of the values of cross-country skiing, and to provide a means whereby its members may participate in a variety of social and recreational activities.

**ARTICLE II
NOTICE**

Section 1 - NOTICE:

- (a) Any notice required by these bylaws shall be in writing.
- (b) Notice may be delivered in person, by facsimile, email, or other form of wire or wireless communication, or by the United States postal service or a private courier.
- (c) Notice to a member is effective when mailed if it is mailed postpaid and is correctly addressed to the member's address as shown in the Chapter's current membership record.
- (d) Notice to the Chapter is effective when mailed if it is mailed postpaid and is correctly addressed to the Chapter president or secretary at the Chapter’s principal office or mailing address.
- (e) Notice to any party other than a member is effective at the earliest of the following: when received; five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed; or on the date shown on the return receipt, if sent by registered or certified mail,

return receipt requested, and the receipt is signed by or on behalf of the addressee.

(f) Supplemental notice and posting requirements for a change in the annual dues are set forth below in Article III, Section 3.

(g) Supplemental notice and posting requirements for general meetings of members are set forth below in Article III, Section 6; for annual meetings of members, in Article III, Section 7; and for special meetings of members, in Article III, Section 10.

(h) Supplemental notice and posting requirements for regular meetings of the board of directors are set forth below in Article IV, Section 9; and for special meetings of the board of directors, in Article IV, Section 10.

ARTICLE III MEMBERS

Section 1 - PLACE OF MEETINGS: Meetings of members shall be held at the principal office of the Chapter or at such other place as designated in the notice or posting of a meeting.

Section 2 - TYPES OF MEMBERSHIP: There shall be two types of membership: individual and family. Memberships are annual and shall run from September 1 to August 31. The board of directors may within its discretion establish and offer other types of membership if it believes such action to be within the best interests of the Chapter and its members.

Section 3 - DUES: The annual dues for each type of membership shall be established from time to time by the board of directors. The Chapter shall remit to the State Organization the dollar amount per member as may be assessed by the State Organization each year. With respect to family memberships, the assessment by the State Organization shall be per family, not per family member. Each member shall be notified of a change in the annual dues at least thirty (30) days prior to the effective date of the change. Further, a thirty (30) day advance notice of such change shall likewise be posted in the Chapter's newsletter and other Chapter media. A member's failure to pay dues shall result in an automatic suspension of membership and voting rights if the amount owing is not paid in full within thirty (30) days of the due date. There shall be no prorata refunds of dues.

Section 4 - QUALIFICATIONS: The Chapter's members are those who have filled out the application for membership and who have timely paid their dues within thirty (30) days of the payment due date. An application for individual membership by anyone under the age of eighteen (18) must be accompanied by the written consent of at least one (1) parent or legal guardian of the member and

written agreement by said parent or guardian to be responsible for timely payment of the member's dues.

Section 5 - AUTHORITY OF MEMBERS: The sole authority of members with respect to the management and operation of the Chapter is the right to elect the board of directors each year as set forth below in Article III, Section 8 or to remove a director from office as set forth below in Article IV, Section 6. The members may discuss and vote upon other matters at meetings of members and as a result thereof make recommendations to the board of directors, which recommendations shall be duly considered, but are advisory only and non-binding on the board of directors.

Section 6 - GENERAL MEETINGS: There shall be a general meeting of the members held monthly. The exact date, time, and place of each general meeting shall be posted in the Chapter's newsletter and other Chapter media at least two (2) weeks prior to the meeting. If for any reason a general meeting cannot be held on the day or at the time or place designated in such posting, each member shall be promptly notified thereof. Said notice shall also be posted as soon as possible in the Chapter's newsletter and other Chapter media. Notice or posting of a general meeting need not include a description of the purpose for which the meeting is called.

Section 7 - ANNUAL MEETINGS: An annual meeting of the members shall be held at the general meeting each April. The exact date, time, and place of the annual meeting shall be posted in the Chapter's newsletter and other Chapter media at least thirty (30) days prior to the meeting. If for any reason the annual meeting cannot be held on the day or at the time or place designated in such notice, each member shall be promptly notified thereof. Said notice shall also be posted as soon as possible in the Chapter's newsletter and other Chapter media. A change in the date of the annual meeting shall be deemed a cancellation of the meeting, in which case the board of directors shall reschedule the annual meeting as a special meeting of the members as soon thereafter as possible in accordance with the notice requirements set forth below in Article III, Section 10. Notice or posting of an annual meeting need not include a description of the purpose for which the meeting is called.

Section 8 - PURPOSE OF ANNUAL MEETING: At the annual meeting, the members shall elect a board of directors and transact such other business as may properly be brought before the meeting.

Section 9 - SPECIAL MEETINGS: A special meeting of the members shall be held: on call of the board of directors or the Chapter president; or if the holders of at least twenty-five percent (25%) of all votes entitled to be cast on any issue to be considered at the proposed special meeting sign, date, and deliver to the Chapter secretary a written demand for the meeting describing the purpose or

purposes for which it is to be held. Only business within the purpose or purposes described in such call or demand may be conducted at the special meeting.

Section 10 - NOTICE OF SPECIAL MEETINGS: Notice of special meetings of the members shall be posted in the Chapter's newsletter and other Chapter media at least two (2) weeks prior to the meeting. Such notice shall specify the exact date, time, and place of the special meeting, and the nature of the business to be transacted thereat. If for any reason the special meeting cannot be held on the day or at the time or place designated in such notice, each member shall be promptly notified thereof. Said notice shall also be posted as soon as possible in the Chapter's newsletter and other Chapter media. A change in the date of a special meeting shall be deemed a cancellation of the meeting, in which case the board of directors shall reschedule the meeting as soon thereafter as possible in accordance with the notice requirements set forth in this Article III, Section 10.

Section 11 - ACTION WITHOUT MEETING: Any action required or permitted by these bylaws to be taken at a meeting of members, other than the election of the board of directors, may be taken without a meeting if the action is taken by all of the members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all of the members entitled to vote on the action, and delivered to the Chapter for inclusion in the minutes or filing with the Chapter's records.

Section 12 - WAIVER OF NOTICE:

(a) A member may at any time waive any notice required by these bylaws. The waiver must be in writing, must be signed by the member entitled to the notice, must specify the meeting for which notice is waived, and must be delivered to the Chapter for filing with the Chapter's records.

(b) A member's attendance at or participation in a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting, or promptly upon the member's 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. A member's attendance at or participation in a special meeting of members also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 13 - PROXIES: A member may vote in person or by proxy. A member may appoint a proxy to vote or otherwise act for the member by signing a proxy appointment form, either personally or by the member's attorney-in-fact. A proxy appointment is effective when received by the Chapter secretary or other officer or agent authorized to tabulate votes.

Section 14 - QUORUM AND VOTING:

(a) Each type of membership, individual or family, shall be deemed a single member and entitled to cast one (1) vote on each matter voted upon at a meeting of members.

(b) Ten percent (10%) of the members entitled to vote on a matter at any meeting of members, whether general, special, or annual, shall constitute a quorum for action on that matter. A quorum must be present, in person or by proxy, in order to conduct business at the meeting.

(c) Once a member is present, in person or by proxy, for any purpose at a meeting, that member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting.

(d) Unless otherwise set forth in these bylaws, if a quorum exists, action on a matter, other than the election of directors, is approved if the votes cast favoring the action exceed the votes cast opposing the action.

(e) In accordance with the provisions set forth below in Article IV, Section 4(d), directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

Section 15 - RECORD DATE: The record date for determining the members entitled to notice of a meeting, to demand a special meeting, to vote, or to take other action, shall, unless otherwise determined by the board of directors in advance of such notice, demand, vote, or other action, be the date of such notice, demand, vote, or other action.

Section 16 - MEMBERS LIST FOR MEETING: After fixing a record date for a meeting, the Chapter shall prepare an alphabetical list of the names of all of its members who are entitled to notice of a members meeting. The list must be available for inspection by any member, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Chapter's principal office or at the place identified in the meeting notice where the meeting is to take place. The Chapter shall make the members list available at the meeting, and any member or the member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment thereof.

ARTICLE IV
DIRECTORS

Section 1 - DUTIES: All Chapter powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the Chapter

shall be managed under the direction of the board of directors. Specifically, the duties of the board of directors shall include, but not be limited to, the following:

(a) To adopt and publish rules and regulations governing Chapter non-motorized outdoor recreational activities as the board deems proper. Such rules and regulations shall be published in the Chapter's newsletter and other Chapter media.

(b) To suspend the membership and voting rights of any member during the period in which such member shall be in default in the payment of the member's dues; default shall occur if the amount owing is not paid in full within thirty (30) days of the due date.

(c) To enter into and execute any contract, lease, agreement, or promissory note commensurate with the mission of the Chapter and its business functions, and to exercise fiscal responsibility in the undertaking of all such endeavors.

(d) To exercise all powers, duties, and authority vested in or delegated to the Chapter and not removed to the members by other provisions of these bylaws or those of the State Organization.

(e) To cause to be kept a complete record of all its acts and Chapter affairs, and to present a statement thereof to the members at the annual meeting of members or at any special meeting when such statement is requested in writing by twenty-five percent (25%) of the members. The books of account, records, and papers of the Chapter shall at all times, during reasonable business hours, be subject to inspection by any member. The articles of incorporation and the bylaws of the State Organization shall be available for inspection by any member at the principal office of the Chapter.

(f) To determine the types of membership as set forth above in Article III, Section 2, and to fix the amount of the annual dues and provide for notice to the members of changes in dues as set forth above in Article III, Section 3.

(g) To cause all Chapter officers and directors having fiscal responsibility to be bonded, as the board may deem appropriate.

(h) To require that the Chapter be covered by a general broad form liability insurance policy, provided by either the State Organization or the Chapter, to protect the Chapter, its officers, directors, employees, and agents, against pecuniary liability that might arise from alleged negligence in the event of death or injury of any member or other participant while participating in any of the recreational activities sponsored by the Chapter, and against any property damage that might occur during any of these recreational activities.

(i) To approve all proposed annual budgets and standing committee chairpersons.

Section 2 - NUMBER AND TERM OF OFFICE:

(a) The board shall consist of an odd number of not less than five (5), nor more than nine (9), directors elected by the members.

(b) Upon approval of these bylaws, there shall be three (3) directors elected each for a one (1) year term and two (2) directors elected each for two (2) year terms. In succeeding years, there shall be an odd number of directors elected each for two (2) year terms in odd-numbered years and an even number of directors elected each for two (2) year terms in even-numbered years.

(c) Directors shall be elected in accordance with Article IV, Section 2(b) at the 2010 annual meeting of members and at each annual meeting of members thereafter.

(d) Directors shall be elected for a term of two (2) years,

(e) The term of a director expires as set forth above in Article IV, Section 2(d), or when his or her successor is duly elected and qualified, whichever shall first occur. Despite the expiration of a director's term, the director continues to serve until the director's successor is duly elected and qualifies.

Section 3 – COMPLIANCE WITH BYLAWS OF STATE ORGANIZATION: As specified in the bylaws of the State Organization, the board of directors shall:

(a) Appoint two (2) directors from the Chapter's board of directors in the spring on alternate years as delegates to represent the Chapter on the State Organization's board of directors, each for a two (2) year term.

(b) Appoint one (1) director from the Chapter's board of directors in the spring of each year, for each additional one hundred (100) members over the Chapter's initial one hundred (100) members, as a delegate to represent the Chapter on the State Organization's board of directors for a one (1) year term.

(c) If for any reason a vacancy occurs during the term of office of any delegate so appointed to the State Organization's board a directors, elect a director to finish the unexpired term of office created by said vacancy within sixty (60) days thereof.

Section 4 - NOMINATION AND ELECTION:

(a) Nominations for election to the board of directors shall be made no later than February of each year by a committee appointed by the Chapter

president each January. The committee shall consist of a chairperson and two or more Chapter members. The committee shall make as many nominations as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

(b) Names of nominees on the committee's ballot shall be published in the Chapter's March newsletter and other Chapter media.

(c) Nominations may also be made by members from the floor at the annual meeting of members.

(d) Elections of directors shall be by secret written ballot. At such elections, the members, in person or by proxy, may cast, in respect of each vacancy, as many votes as to which they are entitled under these bylaws. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present and, in each instance, the nominee receiving the largest number of votes shall be elected.

Section 5 - RESIGNATION: A director may resign at any time by delivering written notice to the board of directors, its chairperson, or the Chapter president or secretary. Such resignation shall take effect on the date of receipt of said notice, or at such later time as may be specified therein, and unless otherwise specified, the acceptance of such resignation shall be automatic. A notice of resignation is irrevocable, unless revocation is permitted by the board of directors.

Section 6 - REMOVAL: A director may be removed from the board of directors, with or without cause, by a vote of two-thirds (2/3) of the board of directors or by a vote of two-thirds (2/3) of the members by initiative petition.

Section 7 - VACANCY: If a vacancy occurs on the board of directors as a result of the resignation or removal of a director, the board of directors may fill the vacancy. If the directors remaining in office constitute less than a quorum of the board, as defined below in Article IV, Section 15, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 8 - COMPENSATION: No member of the board of directors shall receive compensation for service rendered to the Chapter. However, upon approval of the board, a director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 9 - REGULAR MEETINGS: Regular meetings of the board of directors shall be held monthly. The exact date, time, and place of each regular meeting

shall be posted as soon as possible prior to the meeting in the Chapter's newsletter and other Chapter media. If for any reason a regular meeting cannot be held on the day or at the time or place designated in such posting, each director shall be promptly notified thereof. Said notice shall also be posted as soon as possible in the Chapter's newsletter and other Chapter media. Notice or posting of a regular meeting need not include a description of the purpose or purposes for which the meeting is called.

Section 10 - SPECIAL MEETINGS: Special meetings of the board of directors shall be held when called by the Chapter president or by any two (2) officers and/or directors upon not less than three (3) days prior notice of the meeting specifying the exact date, time, and place of the special meeting, and the nature of the business to be transacted thereat. If for any reason the special meeting cannot be held on the day or at the time or place designated in such notice, each director shall be promptly notified thereof.

Section 11 - MEANS OF PARTICIPATION: The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 12 - FAILURE TO ATTEND: Any Board member neither present at nor excused from two (2) consecutive board meetings may be suspended by vote of those attending. If the suspended director fails to be present or excused from the succeeding board meeting, the suspended director shall be removed from office.

Section 13 - ACTION WITHOUT MEETING: Any action required or permitted by these bylaws to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all of the directors entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all of the directors entitled to vote on the action, and delivered to the Chapter for inclusion in the minutes or filing with the Chapter's records.

Section 14 - WAIVER OF NOTICE:

(a) A director may at any time waive any notice required by these bylaws. 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 delivered to the Chapter for filing with the Chapter's records.

(b) A director's attendance at or participation in a meeting waives objection to lack of notice or defective notice of the meeting, unless the director at the beginning of the meeting, or promptly upon the director's 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. A director's attendance at or participation in a special meeting of the board of directors also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the director objects to considering the matter when it is presented.

Section 15 - QUORUM AND VOTING: A director is entitled to one (1) vote on each matter for which votes are cast at any meeting of the board of directors. A quorum of the board of directors consists of a majority of the number of directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present shall be regarded as the act of the board of directors, unless otherwise set forth in these bylaws. A director who is present at a meeting of the board of directors when action is taken is deemed to have assented to the action taken unless: the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting; the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Chapter immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 16 - LACK OF QUORUM: If a quorum is not present at any two consecutive duly called meetings of the board of directors, the Chapter secretary shall notify the members thereof, who may exercise their right to remove a director or directors as set forth above in Article IV, Section 6.

Section 17 - COMMITTEES: The board of directors may create one or more standing or *ad hoc* committees as needed. Committee members must be current Chapter members whose dues are timely paid. Each committee shall have two or more members, who shall serve at the pleasure of the board of directors and whose chairpersons shall be appointed by the board of directors. Committees shall meet at regular intervals, and committee chairpersons will report on committee activities at regular meetings of the board of directors. Committee procedures, a current copy of which shall be filed with the Chapter secretary, shall be subject to board approval. Where applicable, standing committees shall prepare a detailed annual budget and submit it to the board of directors for board approval prior to the start of the budget year.

ARTICLE V OFFICERS

Section 1 - DESIGNATION OF OFFICERS: The principal officers of the Chapter shall consist of a president, a vice president, a secretary, and a treasurer, each of whom shall be appointed by and be a member of the board of directors. The

board of directors may also appoint from its ranks such other officers and assistant officers as it shall deem necessary or desirable. Any two or more offices may be held by the same person, except the offices of president and vice president.

Section 2 - APPOINTMENT: The board of directors at its first regular meeting after each annual meeting of members shall appoint the officers enumerated above.

Section 3 - TERM OF OFFICE: All officers appointed by the board of directors shall hold office until their successors are appointed and qualified and shall have such authority and perform such duties as shall be determined by the board.

Section 4 - COMPENSATION: No officer shall receive compensation for service rendered to the Chapter. However, upon approval of the board, an officer may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 5 - REMOVAL FROM OFFICE; VACANCY: Any officer appointed by the board of directors may be removed from office at any time with or without cause by a majority vote at a duly constituted and properly noticed meeting of the board of directors. If an office becomes vacant for any reason, the vacancy shall be filled by the board of directors.

Section 6 - PRESIDENT: The president shall be the chief executive officer of the Chapter; shall, when present, preside at all meetings of the board of directors and at all general and annual meetings of members; shall be an ex-officio member of all committees; shall appoint and submit for board approval all standing committee chairpersons; shall sign all notes, deeds, bonds, mortgages, contracts, and other instruments on behalf of the Chapter, except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Chapter or shall be required by law to be otherwise signed or executed; shall maintain contact with the State Organization and with other chapters of the State Organization; shall prepare the Chapter's annual operating budget and submit it to the board of directors for approval; shall be aware of factors affecting or concerning the Chapter's interests, including liability insurance; shall, subject to the control of the board of directors, have general and active management of the business of the Chapter and the general powers and duties of management usually vested in the office of president of a corporation; shall have such other powers and duties as may be prescribed by the board of directors or these bylaws; and shall see that all orders and resolutions of the board of directors are carried into effect.

Section 7 - VICE PRESIDENT: The vice president shall act in the place and stead of the president and shall perform the duties and exercise and discharge the powers of the president in the event of the president's absence, disability,

inability, or refusal to act as the president. The vice president shall further exercise and discharge such other duties as the board of directors may from time to time prescribe, including, without limitation, the execution of notes, deeds, bonds, mortgages, contracts, and other instruments on behalf of the Chapter, except where the signing and execution thereof shall be required by law to be otherwise signed or executed.

Section 8 - SECRETARY: The secretary shall record the votes and keep minutes of all meetings and proceedings of the members and of the board of directors; shall authenticate the Chapter records; shall give, or cause to be given, required notice and posting of all meetings of the members and of the board of directors; shall keep or cause to be kept at the principal office of the Chapter a members list showing the names and current addresses of the members; and shall perform such other duties as may be prescribed by the board of directors or by the president, including, without limitation, signing notes, deeds, bonds, mortgages, contracts, and other instruments on behalf of the Chapter, except where the signing and execution thereof shall be required by law to be otherwise signed or executed. If no vice president has been designated as provided by these bylaws, the secretary of the Chapter shall have the duties and authorities of the vice president as provided above in Article V, Section 7.

Section 9 - TREASURER:

(a) The treasurer shall have custody of the Chapter's funds and securities, shall keep full and accurate accounts of receipts and disbursements in the Chapter's books; shall co-sign checks as set forth below in Article VII, Section 1; shall deposit all money and other valuable effects in the name and to the credit of the Chapter in such depositories as may be designated by the board of directors; shall cause an annual audit of the Chapter's books to be made by an auditor designated by the board of directors at the completion of each fiscal year with the close of business on the 30th of April; shall prepare a statement of income and expenditures to be presented and have copies available to the members at the annual meeting of members; shall prepare a statement of income and expenditures and present it to the board of directors quarterly; shall submit a monthly financial report verbally at the regular meetings of the board of directors; and shall perform such other duties as may be prescribed by the board of directors or by the president, including, without limitation, signing notes, deeds, bonds, mortgages, contracts, and other instruments on behalf of the Chapter, except where the signing and execution thereof shall be required by law to be otherwise signed or executed.

(b) The treasurer shall disburse the funds of the Chapter when proper to do so, taking appropriate vouchers for such disbursements, and shall render to the president and the directors, at the regular meetings of the board of directors, or whenever the board of directors may require it, an account of all actions taken by him or her as treasurer and of the financial condition of the Chapter.

(c) If required by the board of directors, the treasurer shall give the Chapter a bond in such sum and with such surety or sureties as shall be satisfactory to the board, for the faithful performance of the duties of the treasurer's office and for the restoration to the Chapter in case of the treasurer's death, disability, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in the treasurer's possession or under the treasurer's control belonging to the Chapter.

ARTICLE VI INDEMNIFICATION

Section 1 - DIRECTORS AND OFFICERS: The Chapter shall indemnify its directors and officers to the fullest extent not prohibited by law.

Section 2 - EMPLOYEES AND OTHER AGENTS: The Chapter shall have the power to indemnify its employees and other agents to the fullest extent not prohibited by law.

Section 3 - NO PRESUMPTION OF BAD FAITH: The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Chapter, or, with respect to any criminal proceeding, that the person had reasonable cause to believe that the conduct was unlawful.

Section 4 - ADVANCES OF EXPENSES:

(a) The expenses incurred by a director or officer in any proceeding shall be paid by the Chapter in advance at the written request of the director or officer, if the director or officer:

(i) Furnishes the Chapter a written affirmation of such person's good faith belief that such person is entitled to be indemnified by the Chapter; and

(ii) Furnishes the Chapter a written undertaking to repay such advance to the extent that it is ultimately determined by a court that such person is not entitled to be indemnified by the Chapter. Such advances shall be made without regard to the person's ability to repay such expenses and without regard to the person's ultimate entitlement to indemnification under this Article VI or otherwise.

(b) The expenses incurred by an employee or other agent of the Chapter in any proceeding may be paid by the Chapter in advance as determined by the general or specific action of the board of directors.

SECTION 5 - ENFORCEMENT: Without the necessity of entering into an express contract, all rights to indemnification and advances under this Article VI shall be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between the Chapter and the director or officer who serves in such capacity at any time while this Article VI and other applicable law, if any, are in effect. Any right to indemnification or advances granted by this Article VI to a director or officer shall be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (a) the claim for indemnification or advances is denied, in whole or in part, or (b) no disposition of such claim is made within ninety (90) days of request thereof. The claimant in such enforcement action, if successful, in whole or in part, shall also be entitled to be paid the expense of prosecuting the claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in connection with any proceeding in advance of its final disposition, when the required affirmation and undertaking have been tendered to the Chapter) that the claimant has not met the standards of conduct which makes it permissible under the law for the Chapter to indemnify the claimant, but the burden of proving such defense shall be on the Chapter. Neither the failure of the Chapter (including its board of directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standard of conduct, nor an actual determination by the Chapter (including its board of directors or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

SECTION 6 - NON-EXCLUSIVITY OF RIGHTS: The rights conferred on any person by this Article VI shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, these bylaws, agreement, or vote of disinterested directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding office. The Chapter is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees, or agents respecting indemnification and advances to the fullest extent not prohibited by law.

SECTION 7 - SURVIVAL OF RIGHTS: The rights conferred on any person by this Article VI shall continue as to a person who has ceased to be a director, officer, employee, or other agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

SECTION 8 - INSURANCE: To the fullest extent not prohibited by law, the Chapter, upon approval by the board of directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Article VI.

SECTION 9 - SAVINGS CLAUSE: If this Article VI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, the Chapter shall indemnify each director, officer, employee, or other agent to the fullest extent permitted by any applicable portion of this Article VI that shall not have been invalidated, or by any other applicable law.

SECTION 10 - CERTAIN DEFINITIONS: For the purposes of this Article VI, the following definitions shall apply:

(a) The term "proceeding" shall be broadly construed and shall include, without limitation, the investigation, preparation, prosecution, defense, settlement, and appeal of any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Chapter or otherwise and whether civil, criminal, administrative, or investigative, in which the director or officer may be or may have been involved as a party or otherwise by reason of the fact that the director or officer is or was a director or officer of the Chapter or is or was serving at the request of the Chapter as a director, officer, employee, or agent of a corporation, partnership, joint venture, trust, limited liability company, or other enterprise.

(b) The term "expenses" shall be broadly construed and shall include, without limitation, all costs, charges, and expenses (including fees and disbursements of attorneys, accountants, and other experts) actually and reasonably incurred by a director or officer in connection with any proceeding, all expenses of investigations, judicial or administrative proceedings, or appeals, and any expenses of establishing a right to indemnification under this Article VI, but shall not include amounts paid in settlement, judgments, or fines.

(c) Reference to a "director," "officer," "employee," or "agent" of the Chapter shall include, without limitation, situations where such person is serving at the request of the Chapter as a director, officer, employee, trustee, or agent of a corporation, partnership, joint venture, trust, limited liability company, or other enterprise.

ARTICLE VII GENERAL PROVISIONS

Section 1 – CHECKS: All checks in the amount of Two Hundred Dollars (\$200.00) or more executed or entered into by the Chapter shall be co-signed by the Chapter treasurer and by such other officer or officers or such other person or persons as the board of directors may from time to time designate, except

where the signing and execution thereof shall be required by law to be otherwise signed or executed.

Section 3 - FISCAL YEAR: The fiscal year of the Chapter shall commence on the first day of September in each year.

Section 4 - ENTIRE DOCUMENT: These bylaws constitute the complete bylaws of the Chapter and supersede in their entirety any former bylaws of the Chapter, which such former bylaws are of no further force or effect.

ARTICLE VIII
AMENDMENT OF BYLAWS

Section 1 - AMENDMENT BY BOARD OF DIRECTORS: The board of directors may, by a two-thirds (2/3) vote, amend or repeal the Chapter's bylaws at any duly called and constituted board meeting.

Section 2 - DOCUMENTATION OF AMENDMENT: Whenever a bylaw is amended or a new bylaw is adopted, a copy of the amended or new bylaw shall be inserted in the Chapter's record book immediately behind these bylaws. If any bylaw is amended or repealed, the fact of amendment or repeal and the date on which the act occurred shall be handwritten on these bylaws, specifically noting which bylaw has been amended or repealed.

ARTICLE IX
STATE ORGANIZATION

Section 1 – CONFLICT: A conflict between any provision in these bylaws and those of the State Organization shall be resolved in favor of the subject provision in the bylaws of the State Organization.

We, the undersigned, do hereby certify that the foregoing bylaws were duly adopted by the board of directors of Oregon Nordic Club, Portland Chapter, effective the _____ day of _____ 2010, and do now constitute the bylaws of the Chapter.

_____, President

_____, Secretary