

Bylaws of Salem Classical Fencing

Article I Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes, or its corresponding future provisions, and §501(c)(3) of the Internal Revenue Code, or its corresponding future provisions.

This corporation's primary purpose shall be to promote the Western martial art of classical fencing through various means, including, but not limited to, demonstrations, group and private instruction, tournaments, and support of facilities and organizations dedicated to classical fencing.

Article II Definitions

Section 1. Consensus

Within these Bylaws, the word "consensus" shall be defined as the rules of order documented in *The Salem Classical Fencing Rules of Order*. *The Salem Classical Fencing Rules of Order* may be amended or repealed, and replacement rules of order adopted, by the Board of Directors with the unanimous consent of the Directors in office immediately before the meeting begins. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the rules of order and shall contain a copy of the proposed amendment.

Section 2. Simple Majority

Within these Bylaws, the phrase "simple majority" shall be defined as any fraction that is larger than one-half.

Section 3. Two-thirds Majority

Within these Bylaws, the phrase "two-thirds majority" shall be defined as any fraction that is greater than or equal to two-thirds.

Article III Board of Directors

Section 1. Duties. The Board of Directors shall manage the affairs of the corporation.

Section 2. Number and Qualifications. The number of directors may vary between a minimum of three and a maximum of fifteen.

Section 3. Term and Election. The term of office for Directors shall be two years. A director may be reelected without limitation on the number of terms s/he may serve. The Board shall elect its own members, except that a Director shall not vote on that member's own position.

Section 4. Removal. Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office. .

Section 5. Vacancies. Vacancies on the Board of Directors and newly created board positions shall be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. Quorum and Action. A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by the consensus of the Directors present, unless these Bylaws or the law provide differently.

Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken either by that majority or by the consensus of the Directors present, whichever is the higher standard.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by 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 telephone or by mail not less than two days prior to the special meetings.

Section 9. Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear each other.

Section 10. Salaries. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. Action by Consent. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article IV Committees

Section 1. Committees Generally. The Board of Directors may establish such committees as it deems necessary and desirable. Such committees shall not exercise functions of the Board of Directors and shall be advisory committees only.

Section 2. Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; furthermore, no committee may do any of the following: approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; or adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Board of Directors.

Article V Officers

Section 1. Titles. The officers of this corporation shall be the President, Secretary, and Treasurer.

Section 2. Qualifications. The officers shall be Directors of the corporation.

Section 2. Term and Election. The term of office for the President, Secretary, and Treasurer shall be one year. The Board of Directors shall elect the President,

Secretary, and Treasurer. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Vacancy. A vacancy of the office of any officer shall be filled by a majority vote of the Directors then on the Board of Directors not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers. The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President. The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as prescribed by the Board of Directors.

Section 6. Secretary. The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties:

- a) make an official recording of the minutes of all proceedings of the Board of Directors meetings and actions;
- b) provide for notice of all meetings of the Board of Directors;
- c) authenticate the records of the corporation;
- d) file required annual reports with governmental bodies, including, but not limited to, the Oregon Secretary of State and the Oregon Department of Justice; and,
- e) perform any other duties as may be prescribed by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- a) keep full and accurate accounts of all financial records of the corporation;
- b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;
- c) disburse all funds when properly authorized to do so;
- d) make financial reports as to the financial condition of the corporation to the Board of Directors; and,
- e) perform any other duties as may be prescribed by the Board of Directors.

Article VI Corporate Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Article VII Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors with the consensus of the Directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

ADOPTED by the Board of Directors on this 8th day of May, 2004.

President

Secretary