

METRO LEAGUE INTERSCHOLASTIC

SKI RACING ASSOCIATION

BYLAWS

ARTICLE I GENERAL PROVISIONS

Section 1.1 Purpose . The Corporation is a public benefit nonprofit Corporation and is not organized for the private gain of any person. It is organized under the Oregon Nonprofit Corporation Act, exclusively in order to provide a team ski race format of competition between its member high schools and other leagues in the State of Oregon . Its goals include promoting a spirit of sportsmanship and providing a ski racing athletic competition among the youth of its member schools and clubs in a format that meets all participant levels. Its objects include conducting alpine competition and to support and develop amateur athletes for such competitions. The Corporation shall not discriminate against any person on the basis of race, gender, color, national origin, or religion.

Section 1.2 Members . The Corporation shall have no members, but shall be governed by a Board of Directors and its Executive Committee in accordance with the provisions of these Bylaws and with the provisions of the Article of Incorporation. The participating member high schools at the time of formation are Aloha High School , Beaverton High School , Catlin Gabel, Forest Grove High School , Glencoe High School , Hillsboro High School , Jesuit High School , Oregon Episcopal School, Sunset High School , Tigard High School , Westview High School , and Saint Mary's Academy.

ARTICLE II BOARD OF DIRECTORS

Section 2.1 Directors : The affairs of the Corporation shall be managed by a Board of Directors numbering not less than five (5) and not more than the number of high schools paying dues to and participating in the Metro League schools in any year. Each member high school shall elect one representative, either coach or parent, who shall serve as a Director.

Section 2.2 Term of Office : Directors shall hold office until the adjournment of the annual meeting of the Board of Directors for the year following their appointment and until their respective successors are appointed.

Section 2.3 Annual Meeting: Unless otherwise directed by resolution of the Board of Directors, annual meetings of the Board shall be held each year at a place within Washington County or Multnomah County , Oregon . The place, time, and date shall be selected by the President. The annual meeting shall be held prior to May 1 st of each year.

Section 2.4 Other Meetings : Special meetings of the Board of Directors may be called by resolution of the Board of Directors or by the President, or by any two Directors. The time and place of the meeting shall be set by such resolution or by the person or persons calling the meeting. Special meetings of the Board of Directors may be conducted by telephone conference or other similar communication equipment.

Section 2.5 Section 2.5 Notice : Notice shall be given to each Director in person, or by telephone, at least 48 hours in advance of the meeting, or by mailing written notice to the address of the Director as it appears in the records of the Corporation, with postage prepaid. No notice of a meeting of the Board of Directors need be given to any Director who calls or gives notice of such meeting, or who was present at the meeting where

the resolution of the Board sets the time and place of such meeting. Attendance at a meeting shall constitute waiver of notice of such meeting.

Section 2.6 Quorum : One-third of the number of Directors in office immediately before any meeting begins shall constitute a quorum for the transaction of business, except to adjourn as provided for in Section 2.7, provided however that any change to race rules shall be approved by at least two-thirds of the Directors in office in order to take effect. Except as otherwise provided in this Bylaws, a meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 2.7 Adjournment : A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 2.8 Notice of Adjourned Meeting: Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than 24 hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who are not present at the time of the adjournment.

Section 2.9 Action Without Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consent shall be filed with the minutes of the proceedings of the Board.

Section 2.10 Participation by Proxy: Any Director may submit a written proxy in advance of a meeting granting the assistant coach or the Parent Representative for that Director's high school team the right to vote in place of the Director who signs the proxy. A Director may file with the Secretary-Treasurer a blanket proxy which authorizes a parent or coach to act in the absence of the Director. Each Director or appointed representative by proxy shall be present at all sanctioned races and meetings of the Board.

Section 2.11 Removal: At any meeting of the Board of Directors, any Director may be removed as such, with or without cause, by majority vote (excluding vacancies and the Director to be removed) of all Directors. Notice that such business is one of the purposes of the meeting shall be given in advance to each Director in the same time and manner as provided for notice of meetings. If a Director is removed, the Director shall be ineligible to represent the participating high school or act as its coach, and the successor representative by that participating high school shall be appointed to the Board of Directors.

ARTICLE III OFFICERS

Section 3.1 Principal Officers: A President, Vice President, Secretary, Treasurer, and League Representative shall be elected by the Board of Directors at its annual meeting as officers of the Corporation. The membership may elect a volunteer who is not a Director of the Association to assume the duties of the Secretary-Treasurer who shall serve as a voting member of the Executive Committee.

Section 3.2 Assistant Officers: The Board of Directors may appoint other officers and assistant officers of the Corporation, as the Board may deem necessary periodically.

Section 3.3 Duties . The officers of the Metro League Interscholastic Ski Racing Association and their representative duties shall be as follows:

- **President :** The President shall serve as the chief executive of this Association, Chairman of the Executive Committee, and act as representative of this Association in all dealings with the OISRA. He/she shall attend the annual OISRA meeting with the President-elect, preside at meetings, rule on

procedure and jurisdiction, summarize decisions, appoint special committees and authorize payment of expenses.

- Vice President : The Vice President shall perform the duties of the Chairman in the absence of the Chairman or in the event of his/her death, inability or refusal to act, and shall assume such other duties as may be delegated to him/her by the Chairman. He/she will be responsible for the distribution of coaching news, clinics and initiating clinic programs for the upgrading of the coaching in the League.
- Secretary-Treasurer :
- The Secretary shall record the minutes of all meetings of the Association and be responsible for the distribution of copies of said minutes to each school in the League; see that all notices are duly given in accordance with the Constitution and Bylaws; be custodian of the Association racing records; distribute a roster of coaches' names and member schools; submit the results in a season summary report at the close of the League schedule to the OISRA; submit to OISRA no later than December 1 st the results of the election of officers.
- The Treasurer shall also be custodian of the Association business records, funds and securities; receive and give receipts for money due and payable to the Association, and deposit such money in the name of the Association in such banks, trust companies or other depositories as the membership may select; disburse funds of the Association as directed by the Chairman; serve as chairman of the budget committee to prepare a budget for presentation at the fall meeting; submit OISRA dues no later than November 15 th .

Section 3.4 Qualifications : All officers of the Corporation shall be residents of the greater Portland metropolitan area who are recognized by the Corporate Board as supportive of the purposes of the Corporation.

Section 3.5 Term : Officers shall serve until the adjournment of the next annual meeting of the Board of Directors following their election or appointment and until their respective successors are elected, or appointed, and qualified.

Section 3.6 Removal of Officers : Any officer may be removed from office at any time, with or without cause, by a majority vote of the Directors at any meeting of the Board of Directors. Notice that such business is one of the purposes of the meeting shall be given in advance to each Director in the same time and manner as provided for notice of meetings.

ARTICLE IV EXECUTIVE COMMITTEE

Section 4.1 Composition : The Executive Committee of the Corporation will consist of the President, Vice President, Secretary-Treasurer, and two Members-at-Large elected by the Directors at the annual spring meeting.

Section 4.2 Participating by Proxy: If a representative is unable to attend a meeting of the Executive Committee, he/she may authorize another member of the Executive Committee to attend and vote in his/her behalf by filing written proxy which is issue specific with the Secretary-Treasurer or with the President.

Section 4.3 Authority :

- The powers of the Association shall be vested in the Executive Committee unless expressly reserved to itself by the Board of Directors.
- The Executive Committee shall interpret the Constitution and By-laws, shall conduct all business and determine policy of the Corporation, and shall serve as the final arbiter in disputes over rights arising under these Bylaws and the Articles of Incorporation.
- The Executive Committee has the power to enforce its decisions by suspension of schools or

individual members. Its rulings shall be binding and final, subject only to review at the option and in the sole discretion of the Board of Directors.

- The Executive Committee may amend the Standard Operating Procedures and Rules and Regulations by an affirmative unanimous vote of its members, which shall be subject to review and ratification by the Board of Directors at its next regular meeting.
- The Executive Committee will appoint the League Race Committee which will be responsible for the operation of the races with the cooperation of the member schools.
- The Executive Committee serves as the Budget Committee .

ARTICLE V VOTING

Section 5.1 Voting Rights : Each member school shall be entitled to one vote, cast by the Director.

Section 5.2 Majority Vote: A majority of votes cast in person or by proxy shall decide all questions unless a greater voting requirement is stipulated in the Bylaws. The Chairman of the meeting shall cast the deciding vote in cases of a tie.

ARTICLE VI DISSOLUTION

Section 6.1 Decision to Dissolve : The dissolution of the Corporation may be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by the vote of a majority of the Directors in office.

Section 6.2 Payment of Liabilities and Distribution of Assets : Upon dissolution, all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor and then the remaining assets shall be liquidated and distributed to an educational institution (or institutions) which has established a tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The exact identity of such organizations shall be determined by the Board of Directors at the time of dissolution.

ARTICLE VII AMENDMENTS

Section 7.1 Bylaws : The Bylaws of the Corporation may be amended or revised at any meeting of the Board of Directors by a two-thirds vote of the Directors in office. Notice that such business is one of the purposes of the meeting shall be given in advance to each Director in the same time and manner as provided for notice of meetings.

Section 7.2 Articles of Incorporation : An amendment to the Articles of Incorporation of the Corporation shall require the same vote and notice as an amendment to the Bylaws.

Section 7.3 Standard Operating Procedures and Rules: Amendments to the Standard Operations Procedures and the Rules and Regulations may be made by unanimous vote of the Executive Committee. Such amendments shall take effect when announced at a coaches' meeting, shall be mailed by the Secretary-Treasurer in written form to all officers, Directors, and race officials within seven (7) days, and shall remain in effect until ratified or rejected or changed by the Board of Directors.

ARTICLE VIII COMMITTEES

Section 8.1 General : The Board of Directors may appoint such committees as may be necessary periodically, consisting of such number of its members and having such powers as it may designate consistent with these Bylaws and the laws of the State of Oregon .

Section 8.2 Length of Time : Any committee appointed by the Board of Directors shall hold office at the pleasure of the Board of Directors and may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby.

ARTICLE IX RACE DIVISION

Section 9.1 Race Divisions : By Majority By majority vote of the Board of Directors and upon approval of OISRA, if required, the Metro League participating high schools may be divided into a West Metro and East Metro Division. Each division will exist and be regulated under the supervision of Metro and shall comply with all Metro League Standard Operating Procedures and Rules and Regulations.

Section 9.2 Race Policy Committee : A Race Policy Committee will be established with the responsibility to set and administer the Standard Operating Procedures and Rules and Regulations for racing in the Metro League.

The Race Policy Committee shall consist of four head coaches of member teams, who shall be appointed by the Board of Directors and the fifth member will be the League Representative.

- If the Metro League is divided into a West and East Division, the Race Policy Committee will consist of two Head coaches from each division, who are duly elected by the member high schools in their divisions, and the League Representative.
- If Metro League is not divided into divisions, the Race Policy Committee shall consist of four head coaches of member teams, who shall be appointed by the Board of Directors and the fifth member will be the League Representative.

We would like to thank the many volunteers that put on the Metro Ski League races.