

**BYLAWS
OF
AXEMEN BOOSTER CLUB**

ARTICLE I

NAMES AND PURPOSES

Section 1. Name. This corporation shall be known as Axemen Booster Club.

Section 2. Purposes. The corporation is formed for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; and, more specifically, to provide financial and emotional support to the athletic teams at South Eugene High School.

The corporation may engage in any activity in connection with the above-stated purposes for which a nonprofit corporation may be organized under Oregon law. However, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

The corporation has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the corporation will inure to the benefit of officers or directors. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section 2.

The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE II

MEMBERSHIP

The parents, guardians, coach, and supporters of the players are members of this corporation. A member may also serve as a director. Members are welcome to attend the annual and regular meetings of the Directors. A member may attend special meetings of the Directors with the approval of the Directors. Standards and qualifications for membership may be established by the Board of Directors from time to time.

ARTICLE III

BOARD OF DIRECTORS

Section I. Power and Duties. The property, business and affairs of the corporation shall be under the direction and control of a Board of Directors. The Board of Directors shall have the power to accept or refuse to accept any bequests, gifts or grants which are proposed to be made to this corporation based upon the discretion and judgment of the Directors, taking into consideration the nature of the proposed gift, any conditions or restrictions placed upon the gift and the appropriateness of such gift to the purposes of this corporation.

Section 2. Number and Terms of Directors. The number of Directors shall not be less than five (5) or more than eleven (11), as designated by the Board of Directors. Directors shall be elected annually by majority vote of the membership at any meeting duly convened for that purpose and shall hold office until their successors have been duly elected and qualified.

Section 3. Removal. Any Director may be removed from office, with or without cause, by vote of two-thirds (2/3) of the Directorship of the corporation present and voting on such question.

Section 4. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the corporation. The resignation shall become effective upon the date specified in the notice, or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective. A Director shall be considered to have resigned if that Director fails to attend four (4) consecutive meetings. A Director may have such action waived if he or she provides advance notice to the Board regarding an expected extended absence. A Director may also appeal for reinstatement to the full Board.

Section 5. Vacancies and Additional Directors. In the event of a vacancy in the Directors due to any cause (including a vacancy caused by an increase in the number of Directors), the remaining Directors of the corporation, by majority vote, may elect an individual to fill the vacancy until the next membership meeting and until a successor shall have been duly elected and qualified to serve the remaining term. In the case of an increase in the number of Directors, the additional Director(s) shall be elected by a majority vote of the Directors then in office.

ARTICLE IV

MEETINGS

Section 1. Annual Meetings. The annual meeting of the Directors, to transact such business as may be appropriate, shall be held at such place and hour, as the Directors shall from time to time determine.

Section 2. Regular and Special Meetings. Regular meetings of the Directors may be held from time to time as the Directors may determine. Special meetings of Directors may be convened at any time by majority vote of the Directors, or at the request of the President and any one Director.

Section 3. Quorum. A representation of the general membership and majority of the Board shall constitute a quorum for the transaction of business.

Section 4. Place and Notice of Meetings. Meetings may be held within or without the State of Oregon. Written notice shall be given to the Directors of any special meeting of the Directors. Such notice shall be personally delivered, or shall be mailed, or emailed in a manner that provides receipt confirmation, to the addressee at his or her address last appearing on the records of the corporation, not less than ten (10) days prior to the date of the meeting. The notice shall specify the date, place and hour of the meeting and the purpose or purposes for which it is convened.

Section 5. Waiver of Notice. Attendance without objection at any meeting shall constitute waiver of notice of that meeting. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual executing the waiver.

Section 6. Voting. At all meetings of the Directors when a quorum is present, the affirmative vote of a majority of those present and voting on the question shall, except where a larger vote may be required by law, decide any question brought before that meeting.

Section 7. Action Without Meeting. Any action required to be taken at a meeting of the Directors may be taken without a meeting if a written consent, stating the action so taken, shall be signed by all Directors who are entitled to vote with respect to such action. Email is an acceptable form for documenting these actions.

Section 8. Telephone Conferences. A Director may participate in a meeting of Directors by a conference telephone or similar communication device the same as being actually present at the meeting.

Section 9. General Meetings. General meetings of the Booster Club will be held monthly. The meeting schedule for the year will be established at the July meeting. Notice of the time, date and place of the regular meetings shall be

posted on the South Eugene High School Football website (www.axemenfootball.com). Meetings shall be open to all interested persons.

ARTICLE V

OFFICERS

Section 1. Principal Officers. The principal officers of the corporation shall consist of a President, a Vice President, a President-Elect, a Secretary and a Treasurer, and such additional officers, as the Directors may from time to time deem desirable. The officers shall be elected annually by the members at their annual meeting and shall serve one (1) year terms. No two offices may be held by the same person. All officers are members of the Board of Directors.

Section 2. President. The President shall be the chief executive officer of the corporation and shall preside over all meetings of the Board of Directors. The President shall appoint all chairpersons of committees and be an ex-officio member of all standing committees. The president shall serve as the liaison to the football coaching staff and athletic director. The President shall perform such other duties as may be specified from time to time by the Directors.

Section 3. Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the president and when so acting shall have the powers of and be subject to all the restrictions upon the president. The Vice President shall perform such other duties as may be specified from time to time by the Directors.

Section 4. President-Elect. The President-Elect will work with the President during his or her term with the intent of taking on those duties the following year. This position is designed to ensure a smooth transition of the responsibilities of the corporation from year to year. The President-Elect shall perform such other duties as may be specified from time to time by the Directors.

Section 5. Secretary. The Secretary shall give notice of each meeting of the Directors or committees of the corporation as to which notice is required; shall record minutes of such meeting in books kept for that purpose; shall have custody of the records of the corporation; and shall perform such other duties as may be specified from time to time by the Directors.

Section 6. Treasurer. The Treasurer shall have custody of the funds and other property of the corporation; shall keep accurate records of all property, receipts and disbursements of the corporation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the corporation with such depository or depositories as shall be designated by the Directors; shall disburse the funds of the corporation; provide financial

statements at each meeting of the Directors; ensure that necessary state and federal reports are filed; and render to the Directors such other reports as they shall prescribe.

All books, records and vouchers of the corporation shall be open to the inspection of any Director. The Treasurer shall, at least once a year, and whenever requested by the Directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the corporation and the changes, if any, since the last report of the Treasurer. The Treasurer shall perform such other duties as may be specified from time to time by the Directors.

Section 7. Removal. Any officer of the corporation may be removed at any time, with or without cause, by a two-thirds (2/3) vote of the Directors then holding office.

Section 8. Vacancies. Any vacancy in any office of the corporation may be filled for the unexpired portion of the term by majority vote of the Directors present at a meeting of the Directors called for such purpose. If any officer is absent or unable to perform the duties assigned to that office, the Directors may delegate the powers and duties of that office, during the period of such absence or disability, to another person.

Section 9. Resignation. Any officer may resign such office at any time by giving written notice of such resignation to the Secretary of the corporation. The resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

ARTICLE VI

COMMITTEES

The Board of Directors may from time to time designate, or authorize the President to designate, one or more standing or special committees. Each committee shall have and exercise such powers and perform such duties as shall be delegated to that committee from time to time by the Board of Directors.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

Section 1. Indemnification: Third Party Actions. This corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this corporation) by reason of the fact that the person is or was a Director, officer, employee, nondirector volunteer, or

agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea or 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 reasonably believed by that person to be in or not opposed to the best interests of this corporation or its members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Indemnification: Actions in the Right of this Corporation. This corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, officer, employee, nondirector volunteer, or agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3. Indemnification: Mandatory and Permissive Payments.

(a) To the extent that a Director, officer, employee, nondirector volunteer, or agent of this corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 1 or Section 2 of this Article VII, or in defense of a claim, issue or matter in the action, suit or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or

proceeding brought to enforce the mandatory indemnification provided in this Subsection.

(b) An indemnification under Section 1 or Section 2 of this Article VII, unless ordered by a court, shall be made by this corporation only as authorized in a specific case upon a determination that indemnification of the Director, officer, employee, nondirector volunteer, or agent is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section 1 or Section 2. That determination shall be made in any of the following ways:

(1) A majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding.

(2) If that quorum is not obtainable, then by a majority vote of a Committee of Directors who were not parties to the action, suit, or proceeding. The Committee shall consist of not less than two (2) disinterested Directors.

(3) By independent legal counsel in a written opinion.

(c) If a person is entitled to indemnification under Section 1 or Section 2 of this Article VII for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

Section 4. Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or Section 2 of this Article VII may be paid by this corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee, nondirector volunteer, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured. The indemnification provisions of Sections 1 through 4 of this Article VII shall continue as to a person who ceases to be a Director, officer, employee, nondirector volunteer, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

ARTICLE VIII

CONFLICTS OF INTEREST

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors ("Affected Director") shall be disclosed to the other members of the Board and made a matter of record, through an annual procedure and when the interest becomes a matter of Board action. The Affected

Director shall not vote or use his or her personal influence on the matter, and he or she shall not be counted in determining the quorum for the relevant meeting, even if permitted by law. The minutes of such meeting shall reflect that a disclosure was made, the abstention by the interested Director from voting, and that a quorum was present excluding the interested Director. The foregoing requirements shall not be construed as preventing a member of the Board of Directors from briefly stating his or her position on a matter nor from answering pertinent questions of other Board members, considering that the knowledge held by the interested Director may be of great assistance. At the request of the President, the Affected Director shall thereafter absent him or herself from Board deliberations concerning the matter as to which the Affected Director has a duality of interest or possible conflict of interest.

ARTICLE IX

FINANCES

Section 1. Funds. It shall be the duty of the Board of Directors to provide adequate funds for the operations of the corporation by means consonant with the tax-exempt status of the corporation.

Section 2. Expenses. All proper expenses of the corporation are subject to the approval of the Board of Directors. Upon such approval, the expenses shall be paid from the funds of the corporation.

Section 3. Books and Records. Books and records of the corporation shall be set up in a manner, which shall produce proper records for reports to the government and to the Board of Directors and enable an accurate audit of the finances of the corporation.

Section 4. Corporate Administration. The Board of Directors shall have the power to employ suitable custodians, accountants, counsel, and agents and to pay their reasonable expenses and compensation.

Section 5. Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on December 31.

Section 6. Checks. All checks, drafts, and orders for payment of money shall be signed in the name of the corporation by such officer or officers or agent or agents as the Board of Directors shall from time to time designate for that purpose.

ARTICLE X

AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) vote of the members present at any duly constituted meeting of the Board of Directors, provided that

the substance of the amendment has been stated in the notice of such meeting or in a duly completed waiver of notice of such meeting.

ARTICLE XI

DISSOLUTION

Section 1. Dissolution of Corporation. A dissolution of the corporation shall be authorized by the affirmative vote of a majority of Directors then in office. Notice of the meeting to authorize the dissolution shall be given to each Director then in office not less than ten (10) days before the meeting and shall state that the purpose of the meeting is to vote on dissolution of the corporation. The notice shall include a copy or summary of the plan of distribution of assets.

If the dissolution is approved, the corporation shall cease to conduct its affairs except as may be necessary for the winding up of the corporation. It shall immediately cause a certificate of dissolution to be executed and filed setting forth: (a) the name of the corporation; (b) the date and place of the meeting of Directors approving the dissolution; and (c) a statement that dissolution was approved by the requisite vote of Directors.

Section 2. Distribution of Assets. Upon dissolution of the corporation, the directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all the assets of the corporation to the Athletic Department of South Eugene High School in Eugene, Oregon, and if such school is non-existent, such assets shall be distributed to the Superintendent of the Eugene, Oregon, 4J School District.

ARTICLE XII

REFERENCE TO INTERNAL REVENUE CODE

Any reference in these Bylaws to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States internal revenue law.

Adopted April __, 2010