

**BYLAWS OF
WESTERN BCA POOLPLAYERS ASSOCIATION, INC.
(an Oregon nonprofit corporation)**

ARTICLE 1. GENERAL.

- 1.1 **CORPORATE NAME.** The association's name is Western BCA Poolplayers Association, Inc. and herein referred to as “Western BCA” or the “Association.”
- 1.2 **PURPOSES AND OBJECTIVES.** Western BCA is a mutual benefit corporation as that term is defined and interpreted by Oregon Revised Statutes (“ORS”) Chapter 65 (or its corresponding future provisions). Subject to the limitations stated in the Articles of Incorporation, the purposes of this organization shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under ORS Chapter 65 (or its corresponding future provisions) and Section 501(c)(7) of the Internal Revenue Code (or its corresponding future provisions). Within these limits, the purposes and objectives of Western BCA are:
- to provide pool players with well-run, well-officiated and competitive regional pool tournaments;
 - to showcase the sport of pool (billiards) to the general public and the pool-playing community;
 - to provide pool players access to Western BCA tournament rules and etiquette; and
 - to listen to and act on the legitimate concerns of those participating in Western BCA leagues.
- 1.3 **REMUNERATION.** No part of the Association’s net earnings shall benefit any person having a personal and/or private interest in the activities of the Association except as reimbursement for actual, reasonable expenses incurred on behalf of the Association in accordance with an expense reimbursement policy or, in the case of compensation for a Director or Officer, in accordance with Article 6.5 of these Bylaws.

ARTICLE 2. CORPORATE OFFICES.

- 2.1 **REGISTERED OFFICES.** The Association's registered office shall be the registered agent’s mailing address for notices in Oregon per the Oregon statutes for nonprofit corporations. Upon the change of the registered agent’s mailing address or registered office, the Board of Directors, herein referred to as the “Board,” shall initiate the appropriate forms with the Corporation Division of the Secretary of State of Oregon. The Secretary shall promptly handle all other correspondence.

ARTICLE 3. ACCOUNTING.

- 3.1 **ACCOUNTING PERIOD.** The accounting period for Western BCA shall be January 1 through December 31.
- 3.2 **RULES.** The Treasurer shall be in charge of all bookkeeping and financial reporting but may delegate such duties to a paid bookkeeper or CPA, as explained in Article 7.3.d. Accounting procedures shall be per generally accepted accounting principles (GAAP).

ARTICLE 4. MEMBERSHIP.

4.1 MEMBERSHIP TYPES.

4.1.a Voting members in the Association shall consist of the leagues that have been admitted to Western BCA and the elected Members-at-Large. There shall be two classes of voting members in the Association:

4.1.a.1 Leagues. Each league of the Association is a voting member. The number of votes each league gets is determined by its size.

- Each league gets one (1) vote for its League Operator. Each league must alert the Association any time it changes its League Operator. A Western BCA League Operator must also be a BCA Pool League (BCAPL) League Operator.
- In addition, each League Operator may appoint up to one (1) Player Representative per every thirty (30) players in their league. Each League may decide how to appoint and remove its own Player Representatives. It may also decide how many Player Representatives to appoint, up to the maximum explained.
- Player Representatives must be currently qualified according to the policies and procedures or intend to fully qualify in their league. Each Player Representative gets one (1) vote. Neither the League Operator nor the Player Representatives are voting members themselves; rather they represent their leagues and vote on its behalf.
- Leagues must provide fifteen (15) days' written notice to the Western BCA Secretary, to replace or remove one (1) or more of their Player Representatives.

4.1.a.2 Members-at-Large. Members-at-Large may come from within the Western BCA player base or from the public at large. As desired by the members of the Association, up to five (5) Members-at-Large shall be elected annually for a term of one (1) year at the annual Association meeting. Nominations for Members-at-Large shall be called for and may be submitted at the meeting prior to the annual meeting or may be made from the floor at the annual meeting.

4.1.b Non-voting members (referred to herein as "Players") are all league players that are in good standing. Players will not have any of the rights or powers of the voting members described in these Bylaws, including the right or ability to participate in any binding vote on any Association matters. Wherever the term "member" is used in these Bylaws it shall not include the Players unless it expressly does so.

4.2 DUES. All voting members and Players shall remain current in the payment of dues and comply with these Bylaws to remain in good standing. The Board of Directors shall set the amount of dues from time to time, but any change may not be implemented until January 1 of the following year.

4.3 TERMINATION OR SUSPENSION. The Board may suspend or remove any Player, with or without cause, by majority vote of the Board. The Board may suspend or remove any voting member for misconduct that adversely affects the Association's interests or reputation. However, no member may be suspended or terminated except by the following procedure:

4.3.a Before the proposed effective date of the suspension or termination, the Chair of the Board will notify, or cause to be notified, the player or voting member and their league operator with written notice of the suspension or termination and the reasons therefore, with at least twenty (20) days'

notice if given by first class or certified mail, sent to the member's last address as shown on the Association's records, or seventeen (17) days' notice if provided electronically, including email or text message.

4.3.b In addition, the member must then have the opportunity to be heard, orally or in writing, no less than five (5) days before the effective date of the suspension or termination by the Board. A member whose membership has been suspended or terminated may be liable to the Association for dues, assessments, or fees due to obligations incurred by the member before suspension or termination.

4.4 RIGHTS AND OBLIGATIONS. All voting members shall have the same rights, obligations and powers:

- to elect or to remove a person from an elected Director or Officer position, as explained in these Bylaws;
- to vote on any amendments to the Bylaws or Articles of Incorporation that would change the method or way in which the Directors are elected or selected or the number of Directors;
- to vote on any other action or amendment to the Bylaws or Articles of Incorporation that would alter, reduce or eliminate the members' right to vote;
- to approve the dissolution of the Association;
- to vote on any other matters put before them for an advisory vote by the Board;
- to dispose of all or substantially all of the Association's assets;
- to merge the Association; and
- to inspect and copy the Association's records, as provided in ORS 65.774 (or its corresponding future provisions).

4.5 POSITIONS. An individual may hold only one (1) elected position in the Association at a time. They may also serve simultaneously in a non-Director role, except for a Member-at-Large. Any individual serving as a Director shall vote solely in their capacity as a Director and shall not exercise voting rights associated with a non-Director or membership role during their term. No individual shall become a League Operator, Player Representative, Member at Large, or Director without that person's consent.

ARTICLE 5. MEMBER MEETINGS

5.1 MINUTES. The minutes for membership meetings shall contain:

- attendance list of voting members and if a quorum was met; and
- exact wording of every motion with a record of the vote.

All minutes will be retained according to the Association's permanent document retention policy.

5.2 ANNUAL MEMBERSHIP MEETINGS. The annual meeting of the Association shall be held in May, or as stipulated in the Association's policies and procedures, to elect Officers, Directors and Members-at-Large, according to these Bylaws; to hear Officer and committee reports; and to conduct any other business that comes before the Association. The annual meeting is open to all voting members and Players; however, only voting members may vote.

5.3 OTHER MEMBERSHIP MEETINGS.

5.3.a Regular Meetings. The Board shall hold regular membership meetings at least three (3) times during the year where the membership can discuss the Board's past actions, their future actions and any other concerns the membership may have for a healthy organization. The purpose of regular membership meetings is to promote transparency. A summary report of all actions by the Board that have transpired since the last membership or annual meeting will be sent to the membership with the meeting notice, including how all Directors present at the meeting voted on each agenda item. Reports from Officers and committee chairs shall be read at these meetings. A single notice sent by first class or certified mail or email and within the timeframe described below in Article 5.4 in advance of the beginning of the series of regular meetings will be sufficient and no further notice is required so long as the meeting dates and times which were announced do not change.

5.3.b Special Meetings. The President, the Board or any ten (10) voting members of the Association may call for a special meeting of the members. Special meetings shall be topic-specific, and matters with the purpose described in the meeting notice may only be considered at a special meeting. Reports are not required at special meetings. Meeting notices will follow these Bylaws.

5.4 NOTICE OF MEMBERSHIP MEETING. Except as otherwise provided by these Bylaws, notice of all membership meetings shall be given to each member at their last address of record by email or first class or certified mail at least fifteen (15) days before the meeting. The notice shall include the meeting's date, time, place, format and purposes.

5.5 QUORUM AND VOTING. The attendance of ten (10) members, not including any Directors or Officers, at an Association meeting shall constitute a quorum. A majority vote of the members, shall be the act of the members, unless otherwise provided for by these Bylaws. Abstentions, acquiesces, and blank votes, if any, shall be excluded from the vote count.

5.6 ELECTION.

5.6.a Method of Election. Elections shall be conducted by ballot vote of the Members-At-Large, Player Representatives, and League Operators present and eligible to vote at the annual membership meeting. The election shall be decided by plurality vote, unless otherwise expressly provided in these Bylaws.

5.6.b Nominations. Nominations for elected positions shall be requested in advance of the annual meeting and may also be made from the floor at the annual meeting. If available, information concerning each candidate shall be distributed with notice of the annual meeting.

5.6.c Ballots and Voting. Elections shall be conducted by ballot listing the names of all duly nominated and eligible candidates for each office or position. Members-At-Large, Player Representatives, and League Operators present at the meeting shall vote only for the candidate or candidates they wish to elect. When more than one position is to be filled, the ballot shall clearly state the number of positions to be filled, and each Member-At-Large, Player Representative, and League Operator present at the meeting may vote for no more than that number of candidates. Failure to vote for a listed candidate shall not be construed as a vote for or against that candidate.

5.6.d Valid Votes and Counting. Only affirmative votes cast for a candidate shall be counted in determining the results of an election. Abstentions, acquiesces, blank ballots, unmarked selections, overvoted ballots, and incomplete ballots shall not be counted as votes and shall have

no effect on the outcome of the election, except to establish that present and eligible Members were afforded the opportunity to vote.

- 5.6.e Prohibited Methods. Negative voting is prohibited. Ballots shall not include any method to oppose, cancel, negate, or offset an affirmative vote for a candidate, and any such markings shall be disregarded and shall not be counted.
- 5.6.f Determination of Results — Plurality and Runoff. Elections shall be determined by plurality vote, meaning the candidate or candidates receiving the highest number of affirmative votes shall be elected.

In the event of a tie, or if a single-seat election does not result in a clear plurality winner, a runoff election shall be conducted among the tied candidates or among the candidates receiving the highest number of affirmative votes. The candidate receiving the highest number of affirmative votes in the runoff shall be declared elected.

- 5.6.g Authority. This Section governs all elections and is intended to be consistent with Robert's Rules of Order Newly Revised (RONR) unless these Bylaws provide otherwise. It may be amended only in accordance with the Bylaws.

5.7 PROXY VOTING. There shall be no voting by proxy.

5.8 ACTION BY WRITTEN BALLOT.

- 5.8.a Authorization. Any action which may be taken by the members at any annual, regular or special meeting of the Association may be taken without a meeting of the Association, provided the Association delivers a written ballot to every member entitled to vote on the matter.
- 5.8.b Procedure. A written ballot shall set forth each proposed action and allow each member to vote for or against each proposed action.
- 5.8.c Validity. Approval by written ballot, under this section, shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be needed to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- 5.8.d Ballots. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of Directors and specify a reasonable time by which a ballot must be received by the Association to be counted.

5.9 MEMBERSHIP MEETING FORMAT. Meetings can be in person or online if authorized by the Board. If the Board so authorizes, it shall set guidelines and procedures for such participation and communication. The Association's policies and procedures will determine how votes will be submitted and processed at such meetings, ensuring compliance with the rules in these Bylaws for voting. Such meetings will be recorded. Before the Board authorizes remote participation, the Association shall implement measures to verify that any person participating in the membership meetings by remote communication is a voting member and to ensure that voting members may effectively participate through remote communication. The Association must maintain records of any votes or other actions cast by a voting member participating through remote communication. Notice of a membership

meeting at which the Board has authorized remote participation shall state that the Board authorizes participation by remote communication and shall describe how a member may notify the corporation that the member intends to participate in the membership meeting by remote communication.

5.10 MEMBERSHIP LIST. The Secretary must ensure the Association maintains a current, formal record of voting members' and Players' names, contact information, and status. The list must also show the number of votes each voting member can vote at a meeting. This list of voting members must be available for inspection by any voting member for the purposes and at the times and in the methods allowed in ORS 65.224 (or its corresponding future provisions). Without limiting the generality of this section, without the consent of the Board of Directors, a membership list or any part of a membership list may not be:

- used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the corporation;
- used for any commercial purpose; or
- sold or purchased by any person.

5.11 RECORD DATE. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed or otherwise sent. The record date to determine the members entitled to vote at a membership meeting will be the date of the meeting.

ARTICLES 6. BOARD OF DIRECTORS.

6.1 NUMBER. The Board shall consist of nine (9) to eleven (11) Board members: four (4) Officers and five (5) to seven (7) non-Officers, all of which are Board Directors. Wherever the term "Director" is used in these Bylaws, it shall include Officers unless it explicitly excludes them.

6.2 DUTIES. The Board shall manage the business and affairs of the Association, including but not limited to the following:

6.2.a Collective Duties.

- fiduciary responsibility to supervise, implement, establish, control, and direct the affairs and policies of the Association as prescribed by these Bylaws, Western BCA policies and procedures, and as applicable in ORS, chapter 65;
- oversee the production of Western BCA tournaments;
- create an annual budget;
- ensure an archive of Board records to include minutes and all those documents required to be retained under the Association's document retention policy;
- set annual member dues;
- authenticate all corporate records for accuracy, including, but not limited to, minutes, contracts, etc.;
- ensure the prudent use of Association assets including, but not limited to, hosts, financial assets and volunteers; and
- comply with the Association's conflicts of interest policy.

6.2.b Individual Duties. It is the duty of each Director to comply with the standard of conduct required of Directors in ORS 65.357 (or its corresponding future provisions). As such, Directors shall discharge their duties in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interests of the corporation. In addition, Directors will strive to understand all laws, regulations, and rules applicable to the organization, in order to ensure the organization's legal compliance. In discharging their duties, Directors are allowed to rely on information presented by competent professionals, as explained in ORS 65.357 (or its corresponding future provisions).

6.3. QUALIFICATIONS, ELECTION.

6.3.a Qualifications. To be eligible for a position as a Director, an individual must be a current League Operator, Player Representative, or Board member at the time of election.

6.3.b Elections. The Board of Directors shall be elected at the annual Association meeting in accordance with article 5.6.

6.4 **CHAIR OF THE BOARD.** The Chair of the Board, herein referred to as the "Chair," shall handle all aspects and affairs of the Board, including presiding at Board meetings. The Chair must be a member of the Board. The Board elects the Chair no later than thirty (30) days after the election. While the President chairs membership meetings, it is the Chair's responsibility to gather and deliver, or have gathered and delivered, all required lists of activities and transactions as outlined in Articles 5.2 and 5.3 of these Bylaws, as well as proposed activities and transactions currently before the Board.

The Chair will be an ex-officio member of all Board committees, shall choose Board committee chairs and create their charge as outlined in the Association's policy and procedures.

The Chair shall:

- serve as the contact point for individual Board members on Board issues;
- work with the Board to set strategy, goals, and objectives for the Board and ensure that they are met;
- ensure that all Board members are involved in committee activities;
- motivate Board members to attend meetings and actively participate;
- engage each Board member in deliberation;
- ensure appropriate voting processes are in line with the organization's Bylaws;
- control dominating or out-of-line behavior during meetings; and
- be able to devote adequate time to Board responsibilities.

6.5 **CONFLICT OF INTEREST.** A conflict-of-interest transaction occurs whenever the Association pays money or other compensation or provides any tangible benefits to a Director or a member of the Director's family or if the Director otherwise has a direct or indirect interest in the transaction, as defined in ORS 65.361 (or its corresponding future provisions). All conflict of interest transactions must be approved according to the following procedures:

6.5.a The full Board must approve conflict of interest transactions; they cannot be approved by the President or other staff, even if those individuals or committees typically approve the type of transaction at issue.

6.5.b Directors who have a conflict of interest in any matter must:

- declare the existence of a conflict of interest;
- disclose on the record to the rest of the Board the details of their conflict and the proposed transaction;
- leave the room during any Board discussion of the transaction and not otherwise participate in that discussion; and
- abstain from voting on that matter and leave the room where the vote will occur until the votes have been counted.

These steps must be reflected in the minutes to document that they were taken.

The rest of the Board must analyze the transaction and provide sufficient information to ensure that all transactions involving a conflict of interest are fair to the Association and that no special benefits are given to anyone. The information the Board relies upon in making these decisions, and the source(s) of that information, must be recorded in the minutes.

All conflict-of-interest transactions must be approved by the affirmative vote of a majority of the Board members who do not have a conflict of interest involved in that issue. However, a transaction may not be authorized, approved or ratified under this by a single Director. If a majority of the Directors with no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section.

6.6 TERM OF OFFICE (DIRECTORS AND OFFICERS). Terms of office will take effect on the first day of the month following the election and shall be two (2) years. Two (2) or three (3) non-Officer Directors shall be elected in odd years and three (3) or four (4) elected in even years, depending on the size of the Board within the range allowed by these Bylaws. The President and Vice President elections being held in even years and the Secretary and Treasurer elections being held in odd years. A Director/Officer may be reelected without limitation on the number of terms they may serve.

6.7 RESIGNATION. A Director may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when notice is received, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

6.8 REMOVAL.

6.8.a By Members. Directors may be removed with or without cause by resolution of the voting members at a special meeting of the members. Proper notice must be given in advance, as required for a special meeting of the voting members, stating that the removal of a Director is to be considered.

6.8.b By Directors. Directors may also be removed with or without cause by a two-thirds (2/3) vote of the entire Board of Directors, not including the Director to be removed. The vote shall be by secret ballot if any Director so requests. Proper notice must be given in advance, as required for a special meeting of the Board, stating that the removal of a Director is to be considered.

6.9 VACANCY. If a Director position becomes vacant for any reason between elections, the members shall elect a replacement Director to complete the term as prescribed in these Bylaws. If the vacancy occurs less than one (1) month before the annual meeting, the vacancy will be filled at the annual meeting. If the President position becomes vacant for any reason, it shall automatically be filled by the Vice President, and the Vice President position will be filled as any other vacancy would under this section.

6.10 QUORUM AND ACTION. A quorum of the Board shall consist of no fewer than six, seven or eight (6, 7 or 8) Board Members depending on the Board Member count of nine, ten or eleven (9, 10 or 11), respectively.

If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken is the act of the Board of Directors except to the extent that the Articles of Incorporation, these Bylaws, or applicable law require the vote of a greater number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

Prior to voting, a motion must be clearly stated and seconded, a vote must be taken, and the vote must be recorded in the meeting minutes. Each Director has one vote on each motion. The minutes shall include the names of each Director who voted for, voted against, or abstained from a specific motion.

6.11 BOARD MEETINGS. The Board of Directors may hold annual, regular, or special meetings in or out of the State of Oregon

6.11.a Annual Board meeting. The Board shall hold its annual meeting before the Association's annual membership meeting. The purpose of the annual meeting of the Board shall be to review annual financial reports and the proposed annual budget, recommend dues and fees for the upcoming year, and transact any other business as may come before it. They shall also prepare their statement to the membership regarding these topics and finalize Officer and committee reports.

6.11.b Regular Meetings. The Board of Directors must meet at least four times a year, ideally once in each quarter. The Board shall establish by resolution a regular schedule for meetings, and these meetings are called regular meetings. All other meetings are special meetings.

6.11.c Special meetings. Any four (4) Directors may call a special meeting of the Board. Special meetings are topic-specific, and only matters within the purpose described in the notice may be considered during the special meeting.

6.12 NOTICE OF MEETINGS. Required notices under these Bylaws must be given to each Director currently in office at the time notice is provided and shall be given at the following times, unless stated otherwise in the Articles of Incorporation or these Bylaws: at least seven (7) days' notice if given by first-class mail, or four (4) days' notice if given electronically, including email or text message. The schedule of regular meetings must be given to all Directors, with the first meeting on the schedule being preceded by notice, as explained above. Once notice has been given of a schedule for regular meetings of the Board, regular meetings may be held without further notice of the date, time, or place of the meeting. Notice of special meetings shall be given as described above. All notices must provide the date, time, and place or method, including links or directions for the meeting to be connected. Except as explicitly provided in these Bylaws or applicable law, the notice need not describe the purposes of any regularly scheduled meeting. Exception: the Board may meet without notice if all Directors do not object to not receiving adequate notice. Any Director who does not attend under this exception must sign a waiver in writing or email to receive notice before the meeting may proceed. A quorum of Directors must still be met.

- 6.13 ACTION BY CONSENT. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if consent is given in writing, setting forth the action to be taken or so taken, and shall be signed by all the Directors.
- 6.14 ELECTRONIC VOTING. The Board may decide to use any electronic method available for voting as long as it complies with the requirements of this section. If one Director cannot use said method, then that method is not allowed. To conduct a vote by email, the Association must send an announcement by email to each Director that a vote will be taken. The announcement must include a description of the matter and a deadline for the vote to be submitted to the Association, which must be at least 48 hours after the email announcement. The Directors must respond by email with their votes, and Directors can change their votes at any time before the deadline by replying via email. An affirmative vote of a majority of the Directors in office shall constitute as an act of the Board unless the Articles of Incorporation or these Bylaws require an affirmative vote of a different number of Directors. The effective date will be the deadline specified in the announcement or any other date provided. The Association shall include the email announcement and a record of the Directors' votes in the Board meeting minutes.
- 6.15 MEETING FORMAT. The Board of Directors may permit any or all of the Directors to participate in any meeting by, or conduct the meeting through use of, any means of communication by which all Directors participating may simultaneously communicate with each other during the meeting. A Director participating in a meeting by this means is deemed to be in person at the meeting. Such meetings will be recorded. An action report of all issues voted on at Board meetings with results and how each Director voted on each issue will be sent to the membership, except Executive Sessions.
- 6.16 EXECUTIVE SESSION MEETINGS. The Board, by resolution, may at any time decide to go into an executive session. Executive sessions shall be used when the Board deems it necessary to protect the confidentiality of the matters under consideration or that may be considered. Executive sessions may be attended only by the Board and any guests invited by the Board. A Director may only be excluded from the executive session when matters that will be considered present a conflict of interest for that Director. Minutes shall be appropriately recorded but only read or approved at a subsequent executive session if there is a need to continue the confidentiality of the matters contained in the minutes. The Secretary shall record only the motions passed and information essential to comply with the law in the minutes to protect the confidential nature of executive sessions.
- 6.17 MINUTES. The minutes for Board meetings shall contain:
- attendance list of Board members and if a quorum was met; and
 - exact wording of every motion with a record of the vote and how each Director voted.
- All minutes will be retained according to the Association's permanent document retention policy.

ARTICLE 7. OFFICERS.

- 7.1 GENERAL. Association Officers shall be a President, Vice President, Secretary, and Treasurer. The Officers shall be elected at the annual membership meeting, as described above in Article 5.6 of these Bylaws. Officers become Directors/members of the Board upon taking office.
- 7.2 QUALIFICATIONS, ELECTION.
- 7.2.a Qualifications. To be eligible for a position as an Officer, an individual must be a current League Operator, Player Representative, or Board Member at the time of election.

7.2.b Elections. The Officers shall be elected at the annual Association meeting in accordance with article 5.6.

7.3 DUTIES.

7.3.a President. The President shall:

- handle all aspects and affairs of membership meetings including, but not limited to committee, Treasurer and Board reports;
- preside at all membership meetings;
- carry out or cause to be carried out all orders and resolutions of the Association;
- appoint at least three (3) Directors to form a grievance committee as needed;
- review and approve or deny applications of new leagues to join Western BCA, according to the process laid out in the Association's Policies and Procedures;
- act as Western BCA's liaison and spokesperson to represent the Association on all matters or appoint a designee;
- fill or delegate any needed administrative positions not elected by the membership; and
- find sites for annual meetings and submit them to the Board for approval.

7.3.b Vice President. The Vice President shall:

- preside at meetings of members at which the President is absent and in the absence of the President shall have the other powers and perform the other duties of the President;
- automatically assume the position of the President of the Association if the President resigns, is removed from office or recuses himself;
- perform other duties as assigned by the President and/or prescribed by the Association's policies and procedures or as directed by the Board; and
- carry out other duties as prescribed by the Association's policies and procedures or as directed by the Board.

7.3.c Secretary. The Secretary shall:

- provide, or cause to be provided, a notice of all types of meetings as prescribed in these Bylaws;
- determine if a quorum is present at any meeting;
- record, transcribe and distribute or cause to be recorded, transcribed, and distributed minutes of all Board and membership meetings according to Association policies and procedures;

- maintain, or cause to be maintained, an official minutes book containing approved minutes of all membership, Board and committee meetings, including these Bylaws and Bylaws revisions;
- handle, or cause to be handled, correspondence with expediency and convenience;
- maintain, or cause to be maintained, a current roster of members of the Association, as required in Article 5.10;
- create, or cause to be created, action reports for all Association meetings that will be communicated to the membership stating the results of those meetings;
- In the absence of the President, the Secretary shall have the powers and perform the duties of the Vice President;
- retain and protect permanent records according to the Association's document retention policy; and
- carry out other duties as prescribed by the Association's policies and procedures or as directed by the Board.

7.3.d Treasurer. The Treasurer shall:

- prepare, and present, or cause to be prepared and presented, financial reports/statements at Association meetings;
- prepare and send, or cause to be prepared and sent, quarterly financial reports to the President and Board;
- pay, or cause to be paid, Association bills;
- reconcile, or cause to be reconciled, bank statements;
- compile and maintain, or cause to be compiled and maintained, all financial information required for year-end tax preparation and deliver same to contracted tax preparer;
- manage and oversee, or cause to be managed and overseen, tournament finances and the tournament payout staff as prescribed by the Association's policies and procedures;
- exercise fiduciary responsibility in regards to safeguarding association assets, prevention of fraud and all financial activities, ensuring conducive ethics;
- be empowered to request and require documentation for expense(s) reimbursement, purchases or any monetary commitments; and
- carry out other duties as prescribed by the Association's policies and procedures and the Bylaws or as directed by the Board.

ARTICLE 8. COMMITTEES.

- 8.1 COMMITTEE CREATION AND FUNCTION. One or more committees may be created as deemed necessary by the Board based on the Association's policies and procedures and may be authorized to exercise authority of the Association. Committee chairs are encouraged to invite whomever they wish to fulfill the purpose or charge of the committee, within the limits described below.
- 8.1.a Board committees are authorized to exercise the Association's authority. Each Board committee shall consist of two (2) or more Directors who serve at the pleasure of the Board. All members of Board committees who have the authority to vote on matters before that committee must serve simultaneously as members of the Board. The creation of a committee and the appointment of Directors to the committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken. The provisions of these Bylaws governing meetings, including action without meetings, notice and waiver of notice, quorum and voting requirements, and minute-taking, shall also apply to Board committees and their members. Board committees may have members who are not Directors to assist with the charge or purpose of the committee, but only Directors may vote.
- 8.1.b Advisory committees are not authorized to exercise the Association's authority. At least one (1) Director shall be a member of any advisory committee, but the other committee members need not be Directors. These committees shall have no power to act on behalf of, or to exercise the authority of, the Board but may make recommendations to the Board.
- 8.2 COMMITTEE TYPES.
- 8.2.a Standing committees shall remain in effect indefinitely and shall be dissolved only by a two-thirds ($\frac{2}{3}$) vote of the Board.
- 8.2.b Ad hoc committees may be formed, charged and dissolved as they fulfill their purpose.
- 8.3 COMMITTEE OPERATION. Committees shall operate according to these Bylaws and the Association's policies and procedures. No committee may be authorized to perform any action the Board is not allowed to do as per these Bylaws and ORS 65.354(5).
- 8.4 COMMITTEE CHARGES, CHAIRS AND MEMBERS. Committees must be recorded with a charge, type and formation date and will be kept with other Association records. The Chair will choose the committee chairperson, and the committee chairperson will select the members, including at least two (2) Directors for all Board committees and at least one (1) Director for all advisory committees in accordance with article 8.1.b. A list of committees, its charge and chairperson shall be on the Western BCA website and updated when any changes occur.
- 8.5 LIMITATION ON POWERS. No Committee may:
- Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the corporation's purposes;
 - Approve or recommend 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 on any of its committees; or

- Adopt, amend, or repeal the Articles of Incorporation or Bylaws.
- The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

ARTICLE 9. CORPORATE RECORDS.

- 9.1 INSPECTION. The accounts and books of the Association, including the minutes book or copies of the same, shall be open to inspection by members of the Association and the Board during regular business hours or at other reasonable times as authorized by the Board and to the extent required by law.
- 9.2 BYLAWS. The original or a copy of the Bylaws and any amendments thereto, certified by the Secretary or the President, shall be open to inspection by members of the Association and the Board to the same extent as other corporate records.
- 9.3 CHECKS, DRAFTS, ET CETERA. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by a properly authorized Officer of the Association.
- 9.4 EXECUTION OF DOCUMENTS. The Association may, except as otherwise provided in the Bylaws, authorize any Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless authorized by the Association, no Officer or agent will have any power or authority to bind the Association by any contract or engagement, pledge its credit, or render it liable for any purpose or amount.

ARTICLE 10. GENERAL PROVISIONS.

- 10.1 LIMITATION ON LIABILITY, INDEMNIFICATION. No Director or uncompensated Officer shall be personally liable to the corporation for monetary damages for conduct as a Director or Officer, provided that this Article shall not eliminate or limit the liability of a Director or Officer for any act or omission for which such elimination of liability is not permitted under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a Director or Officer for any act or omission which occurs prior to the effective date of the amendment.

The corporation shall indemnify to the fullest extent permitted by, and in accordance with the provisions of, the Oregon Nonprofit Corporation Act and federal law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a Director, Officer, employee, or agent of the corporation, provided, that in the event of a settlement, to the extent allowed by law, the Board of Directors must approve the settlement in advance. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the Board of Directors has taken such action as required by ORS 65.404 (or its corresponding future provision), including providing notice of the proposed indemnification to the Attorney General. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This

Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of Directors, Officers, employees, agents and fiduciaries that may be allowable under any statute, bylaw, agreement, or general or specific action of the Board of Directors.

- 10.2 WAIVER OF NOTICE. A Director or member may at any time waive any notice required by these Bylaws. A Director's or member's attendance at or participation in a meeting waives any required notice to the Director or member of the meeting unless the Director or member, at the beginning of the meeting or promptly upon the Director's or member's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the Director or member entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.
- 10.3 AMENDMENT OF BYLAWS AND ARTICLES. Any amendment to the Association's Bylaws and Articles of Incorporation must be approved by a two-thirds ($\frac{2}{3}$) vote of the voting members at any Association meeting. Proper written notice must be given in advance, including either a written copy of the proposed amendments or a written summary of those amendments and stating that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws or Articles of Incorporation.
- 10.4 FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of _____ and end on the last day of _____ in each year.
- 10.5 SEVERABILITY. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

Dated: _____

Approved by Members and Directors of the WESTERN BCA POOLPLAYERS ASSOCIATION, INC.

By: Tammy Culbertson, President

By: Lawrence Frampton, Chair of the Board of Directors