

BYLAWS OF WALDO ULTRAS

ARTICLE I - NAME AND PURPOSE

Section 1: NAME

The name of the organization shall be WALDO ULTRAS (hereinafter the "Corporation") and the same is hereby incorporated as an Oregon domestic non-profit corporation without members.

Section 2: PURPOSE

The Corporation is organized for the following purpose: exclusively for charitable purposes, more specifically Waldo Ultras is organized to provide a quality ultra marathon experience, support the Willamette Pass Ski Patrol and other worthy service organizations, and steward the Pacific Crest Trail and other trails in the Willamette and Deschutes National Forests. The corporation is authorized to engage in any acts which reasonably support its purpose.

Section 3: TAX EXEMPT STATUS

- (a) Charitable Purpose. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable and educational purposes in such manner that supports the Corporation's status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as it is currently and shall thereafter be in force and effect.
- (b) Prohibited Activities.
 - (i) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office.
 - (ii) The Corporation shall not engage in or permit any act of self-dealing, as such term is defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.
 - (iii) The Corporation shall not make any investments which would have the effect of subjecting it to tax under Section 4944 of the Internal Revenue Code of 1986 as amended, or any corresponding provisions of any future United States internal Revenue Laws.
 - (iv) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

- (v) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.
 - (vi) Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal and state taxation under Section 501(c)(3) of the Internal Revenue Code.
- (c) Profits; Irrevocable Dedication to Charitable Purpose. The Corporation is formed solely for charitable and educational purposes. The Corporation is not organized for, nor shall it be operated for, the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its specific and primary purposes. In accordance with the pertinent sections of the Internal Revenue code, all property, whether real or person, and all other assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes. No part of the profits or net income of the Corporation shall inure to the benefit of any director or officer thereof.
- (d) Dissolution. Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision of payment of, all debts and liabilities of the Corporation, shall be used exclusively for the purposes of the Corporation in such manner, or to such organization or organizations which are organized and operated exclusively for, charitable and educational purposes, and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law) as the board of directors and membership shall determine. Any such assets not disposed of in accordance with the subsection (d), shall be disposed of by the Circuit court of the State of Oregon, county of Lane, exclusively for such purposes or to such organization or organizations as such Court shall determine.

ARTICLE II - MEMBERSHIP

Section 1: Powers

Membership shall consist only of the members of the board of directors, who shall exercise or direct the exercise of all corporate powers.

Section 2: Number

In accordance with the Oregon Non-Profit Corporation Act, the board of directors shall at all times consist of at least three (3) directors. The initial board of directors shall consist of the following persons:

Craig Thornley
Laurie Thornley
Meghan Arbogast
Alan Abbs

Section 3. Election and Tenure of Office

Directors shall be elected by ballot at each annual meeting of the directors, to serve for three (3) years or until qualified successors are elected and accept office. Their term of office shall begin immediately after election. At the initial organizational meeting of the directors, directors shall be elected to terms of either one (1), two (2), or three (3) years so that the replacement of retiring board members will be staggered. Directors may serve unlimited consecutive terms.

Section 4. Vacancies

- (a) A vacancy in the board of directors shall exist upon the death, resignation, or removal of any director. A director shall be considered to have resigned if absent from three (3) consecutive meetings without prior notice to the secretary.
- (b) Vacancies in the board of directors may be filled by vote of a majority of the remaining directors, even if less than a quorum. Each director so elected shall hold office for the balance of the unexpired term of the director's predecessor and until a qualified successor is elected and accepts office.
- (c) If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5. Removal of Directors

Any director of the Corporation may be removed at any meeting of the board by majority vote of the directors, provided, however, that such proposed action is stated in the notice of the meeting.

Section 6. Meetings

Meetings of the board of directors shall be held at such place as may be designated from time to time by the board of directors. Special meetings of the board of directors for any purpose or purposes may be called at any time by any director.

Section 7. Notice of Special Meetings

Notice of special meetings shall be given orally or delivered in writing, personally, or by mail, email, or fax at least seventy-two (72) hours before the meeting. Notice mailed, faxed, or

emailed shall be directed to the address, fax number, or email address shown in the corporate records, or may be mailed to the director's actual address ascertained by the person giving the notice. Attendance of the directors shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum and Vote

A majority of the directors shall constitute a quorum for the transaction of business. A minority of the directors, in the absence of a quorum, may adjourn from time to time but may not transact any other business. The action of a majority of the directors present at the meeting at which there is a quorum shall be the act of the board of directors and of the Corporation.

ARTICLE III - OFFICERS

Section 1. Officers and Duties.

- (a) There shall be at least three (3) officers of the Board consisting of a President, Secretary and Treasurer. There may be other subordinate officers as the board of directors shall from time to time appoint, and all must be members of the board of directors. The officers shall be elected by, and hold office at the pleasure of, the board of directors. Any two or more offices may be held by the same person.
- (b) A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by election of the board members.

Section 2. Term of Office

- (a) Term of office of all the officers of the Corporation shall be fixed by the board of directors.
- (b) Any officer may be removed, either with or without cause, by a majority vote of the board of directors.
- (c) Any officer may resign at any time by giving written notice to the board of directors, the president, or the secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided that the board of directors may reject any post-dated resignation by notice in writing to the resigning officer.

Section 3. President/Board Chairman

The President shall act as "Board Chairman", presiding or arranging for other members of the executive committee to preside at each meeting in the following order: Secretary and Treasurer.

Section 4. Secretary

- (a) The secretary shall keep or cause to be kept at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors showing the time and place of the meeting, whether it was regular or special, and if special, how authorized, the notice given and the names of those present at the meetings.
- (b) The secretary shall give or cause to be given such notice of the meetings of the board of directors as is required by these Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or these Bylaws.

Section 5. Treasurer

The treasurer shall be responsible for the funds of the Corporation, and pay them out only on the check of the Corporation signed in the manner authorized by the board of directors. The treasurer shall be the chief financial officer of the Corporation, responsible for maintaining accurate receipts and disbursements, disburse funds for the purpose of and in the amounts authorized by the board of directors, and ensure that the Corporation maintains compliance with Oregon and federal statutes concerning raising and spending funds and reporting income and expenditures. The treasurer shall provide an accurate quarterly report, and present it at the next occurring meeting of the board, stating expenditures and income for the preceding quarter, as well as a profit/loss report for any special events held during that quarter.

ARTICLE IV - COMMITTEES

Section 1: The Board may create committees as needed, such as sponsorship, volunteer recruitment, etc. The Board Chair appoints all committee chairs.

Section 2: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE V - CONFLICTS OF INTEREST

Section 1. Purpose

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of

an officer or director, or which might result in a possible excess benefit transaction. This policy is intended to supplement, and not to replace, any applicable state and Federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2: Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or otherwise:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or
- (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

The term, “compensation” as used herein, includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. In accordance with Section 3 of this Article, a person who has financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- (a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and the members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- (b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest
 - (i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- (ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (iii) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- (d) Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform the director or officer of the basis for such belief and afford him or her the opportunity to explain the alleged failure to disclose. If, after hearing the director or officer's response, and after making further investigation as may be warranted by the particular circumstances, the governing board or committee determines that the officer or director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who have disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding.

Section 5. Compensation

- (a) A voting director who receives compensation, directly or indirectly, from the Corporation, for services in any regard, is precluded from voting on matters pertaining to that director's compensation.
- (b) A voting director of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, for services in any regard, is precluded from voting on matters pertaining to that member's compensation, but shall not be prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, officer, and committee member shall annually sign a statement which affirms that such person has received a copy of the conflicts of interest policy; understands that the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VI - CORPORATE RECORDS AND REPORTS -- INSPECTION

Section 1. Records

The Corporation shall maintain correct books, records, and accounts of its business and properties. All of such books, records, and accounts shall be kept at its place of business as fixed by the board of directors from time to time, except as otherwise provided by law.

Section 2. Inspection of Books and Records

All books, records, and accounts of the Corporation shall be open to the inspection by the directors at reasonable times in the manner and to the extent required by law.

Section 3. Certification and Inspection of Bylaws

The original or a copy of these Bylaws and any amendments thereto certified by the secretary, shall be open to inspection by the directors as required by law.

Section 4. Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.

Section 5. Execution of Documents

The board of directors may authorize any officer or agent to enter into any contract or execute any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE VII -- GENERAL PROVISIONS

Section 1. Amendment of Bylaws and Articles of Incorporation

- (a) Neither these Bylaws nor the Articles of Incorporation may be amended except upon an affirmative vote of the majority vote of the entire board, quorum notwithstanding.
- (b) Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with these original Bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

Section 2. Waiver of Notice

Whenever any notice to any director is required by law, the Articles of Incorporation, or these Bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. Appearance at any such meeting shall also serve as a waiver respecting the person appearing.

Section 3. Indemnification

The Corporation shall indemnify and hold all directors harmless from any claims or liability which may arise in connection with any of the activities of the board or the Corporation. The Corporation may procure insurance to this end.

The undersigned corporate treasurer, herewith certifies the above Bylaws as the true and identical ones accepted and approved by the board of directors of this Corporation on the ____ day of _____, 20__.

Corporate Treasurer