

BYLAWS OF CAPITAL CITY DISC GOLF

ARTICLE 1: PURPOSES AND POWERS

Section 1.01 Purposes. CAPITAL CITY DISC GOLF (“the Corporation”) shall be organized and operated exclusively for activities of a religious, charitable, scientific, literary, or educational nature consistent with the meaning of section 501(C)(3) of the Internal Revenue Code of 1986, subject to the limitations imposed by the Articles of Incorporation. More specifically, the Corporation shall seek to promote and develop the sport of disc golf in the Mid-Willamette valley to improve local parks and reclamation projects, as well as enabling all members of the public to participate in this activity.

Section 1.02 Powers. The Corporation shall have perpetual duration and succession in corporate name and had the same powers as an individual to do all things necessary or convenient to carry out its affairs.

Section 1.03 Dissolution. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 2: MEMBERSHIP

Section 2.01 Membership. This Corporation shall have no members as defined under ORS Chapter 65.

Section 2.02 Club Membership. As a means of generating revenue to promote disc golf, the Corporation may allow individuals to become "Club Members". Club Members do not have the right to vote for the election of a director or directors.

ARTICLE 3: BOARD OF DIRECTORS

Section 3.01 Duties of the Board. All corporate powers shall be exercised by or under the authority of the board of directors, and the affairs of the Corporation shall be managed under the direction of the board of directors, subject to any limitations set forth in the Articles of Incorporation.

Section 3.02 Qualifications of Directors. All directors must be individuals. No employee of the Corporation may serve on the board. These Bylaws may prescribe other qualifications for directors.

Section 3.03 Number of Directors. The Corporation shall have a variable-range size board of directors. The minimum number of directors shall be three, and the maximum number of directors shall be fifteen. The number of directors may be fixed or changed periodically, within the minimum and maximum, by the board of directors.

Section 3.04 Election of Directors. All of the directors for the Corporation shall be elected by the board of directors. Each director shall require a majority vote of all other directors then in office, to be elected to the board.

Section 3.05 Terms of Directors. The term for each director shall be two years. Directors may be elected for successive terms.

Section 3.06 Terms of Initial Directors. The term for one half of the directors elected at the meeting adopting these bylaws and appointing directors shall be three years, rounded down. For example, if the initial board of directors consists of five directors, two shall have terms of three years.

Section 3.07 Resignation of Directors. A director may resign at any time by delivering written notice to the board of directors, its presiding officer, the President, or the Secretary. A resignation is effective when the notice is effective under ARTICLE 10. Once delivered, notice is irrevocable, unless revocation is permitted by the board of directors.

Section 3.08 Removal of Directors. A director may be removed with or without cause by the vote of a majority of two-thirds of the directors then in office.

Section 3.09 Vacancy on the Board. If a vacancy occurs on the board of directors, the board of directors may fill the vacancy by a majority vote of the directors then on the board of directors, or if the directors remaining in office constitute fewer than a quorum of the board of directors they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

Section 3.10 Compensation of Directors. The directors shall not receive compensation for serving on the board, or for the attendance of meetings of the board of directors. By resolution of the board, each director may be paid the expense of attendance of any meeting. Nothing in this section shall preclude any director from serving the corporation in any capacity and receiving compensation therefore.

ARTICLE 4: MEETINGS AND ACTION OF THE BOARD

Section 4.01 Meetings. The board of directors may hold regular and special meetings. If the time and place of a directors' meeting is fixed by these Bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. Unless these Bylaws provide otherwise, the presiding officer of the board, the president or 20 percent of the directors then in office may call and give notice of a meeting of the board.

Section 4.02 Regular Meetings. Unless the Articles of Incorporation, these Bylaws, or the Oregon Nonprofit Corporation Act provide otherwise, regular meetings of the board may be held without notice of the date, time, place, or purpose of the meeting.

Section 4.03 Special Meetings. All meetings of the board of directors that are not regular meetings are special meetings. Special meetings of the board must be preceded by at least two days notice to each director of the date, time, and place of the meeting.

Section 4.04 Participation in Meetings. Unless these Bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which either of the following occurs: (a) all directors participating may simultaneously hear or read each other's communications during the meeting or; (b) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. If a meeting is conducted through the use of any means described in Section 4.04, all participating directors must be informed that a meeting is taking place at which official business may be transacted and a director participating in the meeting by this means is deemed to be present in person at the meeting.

Section 4.05 Quorum and Voting. Unless these Bylaws require a greater or lesser number, a quorum of the board of directors consists of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors unless these bylaws requires the vote of a greater number of directors. A director is considered present regardless of whether the director voter abstains from voting.

Section 4.06 Action Without Meeting. Unless these Bylaws provide otherwise, action required or permitted by the Oregon Nonprofit Corporation Act to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a member vote and may be described as such in any document.

Section 4.07 Waiver of Notice. A director may at any time waive notice required by these Bylaws, the Articles of Incorporation, or the Oregon Nonprofit Corporation Act. Except as provided below, the waiver must be in writing, must be signed by the director entitled to the

notice, must specify the meetings to which notice is waived and must be filed with the minutes or the corporate records.

Section 4.08 Committees. (a) The board of directors may create one or more committees of the board of directors which exercise the authority of the board of directors and appoint members of the board to serve them or designate the method of selecting committee members. Each committee must consist of two or more directors, who serve at the pleasure of the board of directors. (b) The creation of a committee and 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. (c) The provisions of Section 4.01 to Section 4.07 apply to committees and their members as well. A committee of the board may not: authorize distributions; approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or adopt, amend, or repeal the Articles of Incorporation, these Bylaws, or a resolution of the board.

Section 4.09 Annual Meeting. The board of directors shall have an annual meeting every year, with the time and place determined by the board.

Section 4.10 Club Member Participation. All Club Members shall be entitled to attend all regular, special, and annual meetings. Club Members are allowed to participate in and voice opinions of actions and proposals of the board of directors, but only the board of directors is authorized to make decisions and otherwise vote.

ARTICLE 5: STANDARDS OF CONDUCT FOR DIRECTORS

Section 5.01 General Standards for Directors. A director must discharge the duties of a director, including the director's duties as a member of a committee: 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.

Section 5.02 Discharge of Duties. A director is entitled to rely on information, opinions reports, or statements, including financial statements and other financial data, if prepared or presented by: one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the board of which the director is not a member, as to matters within the authority of the committee, if the director reasonably believes the committee merits confidence.

Section 5.03 Liability and Good Faith. A director is not liable to the Corporation or any other person for any action taken or not taken as a director, if the director acted in compliance with Sections 5.01 and 5.02. A director is not acting in good faith if the director has knowledge the matter in question that makes reliance otherwise permitted by Section 5.02 unwarranted.

Section 5.04 Director Conflict of Interest. (a) A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable, or the basis for imposing liability on the director, if the transaction is fair to the Corporation at the time it was entered into or is approved as provided in this section.

Section 5.05 Approval of a Conflict of Interest Transaction. A transaction in which a director has a conflict of interest under Section 5.04 may be approved: (a) by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director's interest are disclosed or known to the board of directors or committee of the board of directors or; (b) by obtaining the approval of either the Attorney General of the State of Oregon, or the circuit court in an action in which the Attorney General of the State of Oregon is joined as party.

Section 5.06 Indirect Conflict of Interest. A director of the Corporation has an indirect interest in a transaction if another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Corporation.

Section 5.06 Resolution of a Conflict of Interest. The board of directors or a committee may authorize, approve, or ratify a conflict of interest transaction if it receives the affirmative vote of a majority of the directors on the board or on the committee who have no direct or indirect interest in the transaction. A single director cannot authorize, approve, or ratify a transaction that involves a conflict of interest. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize approve, or ratify the transaction, a quorum is present for the purpose of taking action under Sections 5.04 through 5.06. The presence of, or vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of an action taken under Section 5.06 if the transaction is otherwise approved as provided in Section 5.06.

Section 5.07 Loans to the Corporation. The Corporation shall not enter into a loan, guarantee an obligation, modify a preexisting loan, or guarantee to or for the benefit of a third party unless authorized by a resolution of the board.

Section 5.08 Loans to Guarantees for Directors and Officers. The Corporation shall not make a loan to or guarantee an obligation of a director or officer of the Corporation.

ARTICLE 6: OFFICERS

Section 6.01 Required Officers. The Corporation must have a president and a secretary, and will have such other officers as are elected or appointed by the board. Each officer shall require

a majority vote of the directors then in office to be elected as an officer. The board of directors may only appoint club members to act as officers of the corporation.

Section 6.02 Duties and Authority of Officers. Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the board of directors, or by the direction of an officer authorized by the board of directors to prescribe the duties of other officers.

Section 6.03 Standards of Conduct for Officers. An officer must discharge the officer's duties in good faith, in a manner the officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 6.04 Terms of Officers. The term for each officer shall be two years. Officers may be elected for successive terms.

Section 6.05 President. The president will supervise, direct, and control the affairs of the Corporation. The president will also perform all duties commonly incident to the office of president and other duties prescribed by the board of directors. .

Section 6.06 Secretary. The secretary shall be responsible for performing the following duties: (a) prepare the minutes of the directors' meetings; (b) record the proceedings of the directors' meetings; (c) authenticate records of the Corporation; (d) ensure that all required notices by the Corporation are given; (e) perform all duties commonly incident to the office of treasurer and; (f) other duties prescribed by the board of directors or an authorized officer.

Section 6.07 Treasurer. The board of directors may appoint a treasurer. If appointed, the treasurer shall have the following duties: (a) maintain full and accurate accounts of all financial records of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source and deposit the monies in the name of the Corporation in such depositories as selected by the board of directors; (d) disburse funds when proper to do so; (e) make financial reports on the financial condition of the Corporation to the board; and (f) other duties prescribed by the board of directors or an authorized officer.

Section 6.08 Resignation of Officers. An officer may resign at any time by delivering notice to the Corporation. Resignation is effective when the notice is effective under ARTICLE 10 unless the notice specifies a later effective date. If resignation is made effective at a later date and the Corporation accepts the later effective date, the board of directors may elect a new officer by a majority vote of the directors then in office, to begin serving as the new officer upon the effective date.

Section 6.09 No Contract Rights for Officers. The appointment of an officer does not itself create contract rights.

ARTICLE 7: INDEMNIFICATION

Section 7.01 Indemnification of Directors. Except as provided in section 8.02, the Corporation shall indemnify an individual, if that individual is made a party to a proceeding because the individual is or was a director of the Corporation against liability incurred in the proceeding if: the conduct of the individual was in good faith; the individual reasonably believed that the individual's conduct was in the best interests of the Corporation, or at least not opposed to its best interest; and in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.

Section 7.02 No Authority to Indemnify. The Corporation may not indemnify a director under Section 8.01: (a) in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; (b) or in connection with any other proceeding charging improper personal benefit to the director in which the director was adjudged liable on the basis that the personal benefit was improperly received by the director.

Section 7.03 Mandatory Indemnification. The Corporation must indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation, against reasonable expenses incurred by the director in connection with the proceeding.

Section 7.04 Advance for Expenses. The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if: (a) the director furnishes the Corporation with a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 8.01; and the director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct

ARTICLE 8: AMENDMENT OF BYLAWS

Section 8.01 Amendment by Directors. The board of directors may adopt one or more amendments to these Bylaws. The Corporation must provide notice of any meeting of directors at which an amendment is to be approved. The notice must be given 30 days in advance and in accordance with Section 4.7. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE 9: RECORDS

Section 9.01 Required Records. The Corporation must keep as permanent records the following:

- a) minutes of all meetings of its board of directors;
- b) a record of all corporate action taken by the directors without a meeting;
- c) a record of all actions taken by committees of the board of directors in place of the board of directors on behalf of the Corporation;
- d) the Articles of Incorporation and all amendments to them currently;
- e) Bylaws or restated Bylaws and all amendments to them currently in effect;
- f) a list of the names and business or home addresses of the current directors and officers;
- g) the last three annual financial statements, if any, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates, as appropriate, including a balance sheet and statement of operations, if any, for that year, and which must be prepared on the basis of generally accepted accounting principles if financial statements are prepared for the Corporation on that basis;
- h) the last three accountant's reports if annual financial statements are reported upon by a public accountant; and
- i) The most recent annual report delivered to the Secretary of State.

ARTICLE 10: NOTICE

Section 10.01. Oral or Written Notice. Notice may be oral or written unless specified for a particular kind of notice.

Section 10.02. Methods of Notice. Notice may be communicated in person, by telephone, or other form of wire or wireless communication, or by mail or private carrier including publication in a newsletter or similar document mailed to a director's address. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where the meeting be held, or by radio, television or other form of public broadcast communication.

Section 10.03 When Oral Notice is Effective. Oral notice is effective when communicated if communicated in a comprehensible manner.

Section 10.04 When Written Notice is Effective. Personal written notice, if in a comprehensible form is effective at the earliest of the following: (a) when received; (b) five days after its postmark, if mailed by the United States mail correctly addressed and with first class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) thirty days after its deposit in the United States if mailed correctly addressed and with other than first class, registered or certified postage affixed; or the date specified by these Bylaws with respect to notice to directors.

Section 10.05 When Written Notice is Correctly Addressed. Written notice is correctly addressed to the Corporation if addressed to its registered agent or, if none is of record, to its principal office shown in its most recent annual report or, if none, in the Articles of Incorporation.

Section 10.06 Notice for Club Members. Electronic Notice must be provided to Club Members at least 14 days prior to any meeting. This Notice may be oral, written, email, text message, or any other method reasonably calculated to provide notice to a Club Member.

Adopted this Seventh day of May, 2013

President

Secretary