South County Sports

ADOPTED BYLAWS • VERSION 1.1 • NOVEMBER 22, 2026

Adopted by the Board of Directors on November 22, 2026, at a virtual meeting. Adoption vote: 3 in favor, 0 against, 0 abstaining.

ARTICLE I. NAME, PURPOSE AND LEGAL STATUS

Section 1.01 Name. The legal name of the organization is South County Sports (the "organization").

Section 1.01(a) Federal Employer Identification Number (EIN). The organization's federal Employer Identification Number is 43-2898274. The EIN is an administrative identifier and does not, by itself, establish federal tax-exempt status.

Section 1.02 Mission. The organization provides accessible, safe, inclusive, developmentally appropriate youth sports that cultivate skills, teamwork, integrity, and community involvement.

Section 1.03 Organization. The organization shall be organized as an Oregon nonprofit public benefit corporation, without statutory voting members. Parents, athletes, and volunteers are participants, not corporate members. The organization shall seek and maintain recognition under Internal Revenue Code section 501(c)(3), if eligible.

Section 1.04 Programs. The initial sports programs shall be SCS FC (soccer), SCS Basketball (basketball), SCS Volleyball (volleyball), and SCS Cheer (cheer). The Board may establish or discontinue programs by a two-thirds vote after consultation with affected program leadership.

Section 1.05 Nondiscrimination. Participation and service shall be provided without unlawful discrimination, consistent with applicable law and safety requirements.

Section 1.06 Fiscal year. The fiscal year shall be January 1 through December 31 unless changed by Board resolution.

Section 1.07 Private benefit. No net earnings shall inure to private individuals, except reasonable compensation for services and lawful reimbursement. No substantial lobbying or prohibited political campaign activity shall occur.

Section 1.08 Dissolution. After satisfying liabilities, remaining assets shall be distributed for one or more section 501(c)(3) exempt purposes in accordance with the Articles and law.

ARTICLE II. PARTICIPATION AND YOUTH PROTECTION

Section 2.01 Participants. Athletes, parents, guardians, coaches, officials, spectators, and volunteers shall comply with duly adopted codes of conduct and safety policies.

Section 2.02 Screening. Adults with youth-facing duties must complete appropriate background screening and required training before beginning those duties, subject to applicable law.

Section 2.03 Safeguarding. The Board shall adopt policies addressing abuse prevention, mandatory reporting, concussion and injury response, emergency action plans, transportation, supervision, and grievance reporting.

Section 2.04 Discipline. Discipline shall follow written, consistently applied procedures with notice, impartial review, and appeal where practicable. The Disciplinary Review Subcommittee established under Article IX shall investigate and recommend action only; final disciplinary decisions belong to the Board of Directors or a lawfully authorized decision-maker under a Board-approved policy. Immediate temporary restrictions may be imposed for urgent safety concerns pending prompt review.

Interpretation. Throughout these bylaws, "the Board" and "Board," when used without further qualification, mean the full South County Sports Board of Directors, not the Executive Board, Committee Board, any individual sports program board, or a subcommittee. "Board of Directors" has the same meaning. References expressly identifying another board or committee refer only to that named body.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 Authority. The Board of Directors is the governing body and exercises corporate powers and fiduciary oversight. Neither the President nor the Executive Committee has unilateral authority to override Board decisions.

Section 3.02 Composition. The Board of Directors shall consist of an Executive Board and a Committee Board. The Executive Board shall comprise exactly four executive directors: President, Vice-President, Secretary, and Treasurer. The Committee Board shall comprise the Sports Program Director and Sports Program Treasurer from each active sports program, together with one Human Resources Director. All members of the Executive Board and Committee Board are voting members of the full Board of Directors, with one vote per person. No additional voting directorship may be created except by amendment of these bylaws.

Section 3.03 Voting. Each director has one vote. A director holding multiple roles shall have only one Board vote. Program directors possess the same Board voting rights as executive directors.

Section 3.04 Eligibility. Directors must be at least eighteen (18) years old, support the mission, satisfy applicable legal eligibility rules, and disclose conflicts. The Board may adopt reasonable, uniformly applied nomination qualifications.

Section 3.05 Duties. Directors owe duties of care, loyalty, and obedience to the charitable mission; must safeguard funds, attend meetings, review reports, and maintain confidentiality when warranted.

Section 3.06 Delegation. The Board of Directors may delegate operational tasks by recorded resolution, but retains ultimate oversight and powers that law reserves to directors. Any subcommittee shall be created only under Section 3.07.

Section 3.07 Subcommittees. The Board of Directors may establish a standing or temporary subcommittee only by an affirmative two-thirds (2/3) vote of directors then in office at a meeting with quorum. The establishing resolution shall state its purpose, membership, scope, reporting duties, and duration. Subcommittees are advisory only, have no independent authority to bind the organization, and their members acquire no Board of Directors voting rights by serving on a subcommittee. Existing directors retain their individual Board voting rights solely in their capacity as directors.

ARTICLE IV. ELECTIONS, TERMS, VACANCIES AND REMOVAL

Section 4.01 Terms and staggered elections. All elected organization directors and sports program officers shall serve two-year terms and may seek reelection. Executive Board positions shall be divided into Group A (President and Secretary) and Group B (Vice-President, Treasurer, and Human Resources Director), with one group elected each year. The organization Treasurer shall be elected by the full Board of Directors. Each Sports Program Director and Sports Program Treasurer shall also be elected by the full Board of Directors as provided in Section 4.03. Sports program positions shall likewise be divided into two alternating groups, elected in the opposite annual cycle from their corresponding organization group as defined in the Election Process Policy. The Human Resources Director shall be elected in Group B for a two-year term. Initial transitional terms of one year may be used only to establish the staggered cycle.

Section 4.02 Election procedures. All nominations, candidate eligibility, voting eligibility, election notices, ballot methods, vote thresholds, tie-breaking, certification, and election schedules shall follow the Board-approved Election Process Policy, consistent with the Articles of Incorporation, these bylaws, and applicable law.

Section 4.03 Founding and subsequent sports program elections. At the founding of each sports program, the full organization Board of Directors shall elect the Sports Program Director, Assistant Director, Secretary, and Treasurer. After the founding elections, the full organization Board of Directors shall elect the Sports Program Director and Sports Program Treasurer. The respective Sports Program Board shall elect its Assistant Director and Secretary. Every election shall follow the Board-approved Election Process Policy and applicable law. The Sports Program Director and Sports Program Treasurer, and no other sports program officers by virtue of office, shall hold the two voting seats allocated to that sport on the full organization Board.

Section 4.04 Election cycles and program governance. The Election Process Policy shall specify the two alternating election groups for each sports program, the exact years in which each group is elected, nomination and voting procedures, eligible electors, vacancies, and initial transitional terms. Sports program election groups shall be scheduled opposite the corresponding organization Executive Board groups. Each sports program shall maintain continuity by staggering its four elected officer positions across the two annual cycles. The Human Resources Director shall follow the Group B election cycle.

Section 4.05 Vacancies. The Board may fill vacancies by majority vote for the remainder of the current term, subject to Oregon law and the Articles.

Section 4.06 Removal. A director may be removed by the Board in the manner and vote permitted by Oregon law and the Articles, following written notice of the proposed action and an opportunity to respond. The Secretary shall document the basis and vote. Removal from an officer position does not necessarily remove the person as a director; each action must be separately authorized.

Section 4.07 Attendance. Three consecutive unexcused absences trigger a Board review, but not automatic removal.

Section 4.08 Transition. Outgoing officers shall transfer credentials, records, bank authorizations, and property within fourteen days of the change in office.

ARTICLE V. OFFICERS AND PROGRAM LEADERSHIP

Section 5.01 President. Presides at Board meetings, coordinates implementation of Board decisions, and serves as an authorized representative only within approved authority.

Section 5.02 Vice President. Supports the President and acts when the President is unavailable, subject to the same limits.

Section 5.03 Secretary. Maintains notices, minutes, corporate records, election records, and official adopted bylaws and policies.

Section 5.04 Treasurer. Oversees financial reporting, accounting controls, tax filings, reconciliations, and consolidated reports; does not independently control program funds.

Section 5.05 Human Resources Director. The Human Resources Director is a voting member of the Committee Board and coordinates volunteer screening, youth safety compliance, training, and impartial intake of conduct concerns; reports to the full Board.

Section 5.06 Sports Program Voting Representatives. Each active sports program shall be represented on the full Board of Directors by its Sports Program Director and Sports Program Treasurer. Each holds one voting seat with the same voting rights and limitations as other directors. If either representative cannot attend, the Sports Program Assistant Director or Sports Program Secretary may attend to provide reports and participate in discussions, without voting or being counted toward quorum by virtue of that attendance. No sports program may exercise more than its two allocated votes.

Section 5.07 Sports Program Boards. Each sport shall have a program board consisting, at minimum, of a Director, Assistant Director, Secretary, and Treasurer. At founding, the full Board shall elect all four officers. In subsequent elections, the full Board shall elect the Sports Program Director and Sports Program Treasurer; the Sports Program Board shall elect its Assistant Director and Secretary. Only the Sports Program Director and Sports Program Treasurer hold voting seats on the full Board by virtue of their program offices.

Section 5.08 Executive Board. The four executive directors may coordinate routine implementation between full Board meetings but may not amend bylaws, remove directors, incur debt, redirect restricted funds, or supersede a full Board decision without lawful express authorization.

ARTICLE VI. MEETINGS AND DECISION-MAKING

Section 6.01 Regular meetings. The Board shall meet at least quarterly, preferably monthly during active seasons. Elections shall be held in accordance with the Election Process Policy. organization Executive Board Group A and Group B elections shall alternate annually; the corresponding sports program election groups shall be scheduled in the opposite annual cycle.

Section 6.02 Notice. Regular meeting notice shall be provided at least seven days in advance, and special meeting notice at least forty-eight hours in advance, unless applicable law or the Articles require more. Notice shall include meeting access and major action items.

Section 6.03 Quorum. A majority of directors then in office constitutes a quorum, but never fewer than the minimum required by law or the Articles. Vacancies do not count as directors in office.

Section 6.04 Voting. Except where a higher threshold applies, Board action requires an affirmative vote of a majority of directors present when the vote is taken at a meeting with quorum, subject to Oregon law. Abstentions and recusals shall be recorded.

Section 6.04(a) Right to Make Motions. Any voting director of the Board of Directors may introduce or make a motion during a duly convened meeting. No officer, including the President or meeting chair, may exclusively reserve the right to make motions. Motions shall be considered in accordance with the Board's

adopted parliamentary procedures, applicable voting requirements, and any conflict-of-interest restrictions. A motion does not take effect unless duly approved by the Board of Directors.

Section 6.05 Special meetings. The President or any two directors may request a special meeting. Remote participation is permitted where lawful and all participants can communicate simultaneously.

Section 6.06 Minutes and transparency. Minutes shall record attendance, motions, votes, recusals, and financial approvals. Approved nonconfidential summaries shall be available to the community.

Section 6.07 Community meetings. At least one annual public informational meeting shall present finances, program results, and upcoming priorities. Community attendees do not cast binding corporate votes.

Section 6.09 Nonvoting Sports Program Representatives. When the Sports Program Director or Sports Program Treasurer cannot attend a full Board meeting, the Sports Program Assistant Director or Sports Program Secretary may attend as a nonvoting representative to present reports, participate in discussions when recognized, and make recommendations. Under Oregon Revised Statutes (ORS) 65.351(2), a director may not vote by proxy. Accordingly, no absent director may authorize another person to cast their vote, and the Board may not approve proxy voting for an individual meeting. Such a representative shall not vote on behalf of an absent director, be counted toward quorum in that capacity, or exercise director powers solely by attending. A director may participate remotely when permitted by Oregon law and these bylaws.

Section 6.08 Emergency action. Immediate protective action may be taken by authorized officers for imminent safety or asset risks, but must be reported promptly and submitted to the Board for review; emergency authority does not permit permanent governance changes.

ARTICLE VII. FINANCES AND BANK ACCOUNTS

Section 7.01 Ownership and accounting. All program funds, even when held in separately titled program accounts, are assets of the organization, unless a program is separately incorporated and formally affiliated under a Board-approved agreement. The organization shall maintain one consolidated accounting system with program-level ledgers.

Section 7.02 Separate accounts. Each active sport shall maintain a distinct bank account under the organization legal name and EIN, designated for that program. The organization shall also maintain a central administrative account. No personal account or individual Social Security number may be used as the tax identification number for organization funds.

Section 7.03 Authorized Signers and View-Only Access. Each Sports Program Director and Sports Program Treasurer shall be authorized signers on their program bank account, subject to the financial institution's requirements. The organization President shall be an authorized view-only user on every sports program bank account, with access to balances, statements, and transactions but without authority to initiate, approve, transfer, or withdraw funds solely by virtue of that access. The organization Treasurer shall also have read-only access or receive statements directly. The Board may designate an additional independent oversight signer. No signer may approve a payment to themselves without independent approval.

Section 7.04 Program spending limits. Each program board establishes its own documented spending approval thresholds within its Board-approved budget, subject to organizational financial controls, charitable restrictions, and applicable law. Unbudgeted obligations exceeding available program funds require full Board approval.

Section 7.05 Central spending. The Board shall approve an annual central budget and written spending limits for executive officers. No officer may bind the organization beyond delegated authority.

Section 7.06 Administrative contributions and proportional allocation. The Board of Directors shall establish the total annual administrative contribution required from the active sports programs through its approved annual organization budget. Each active sports program's share shall be calculated according to the number of registered players in that program during the preceding fiscal year divided by the total number of registered players across all active sports programs during that year. For allocation purposes, a player registered for more than one season or sport shall be counted once for each distinct program registration, using a consistent method approved by the Board and documented by the organization Treasurer. The annual contribution for each program equals the Board-approved total contribution multiplied by that program's prior-year percentage. The organization Treasurer shall document and present the calculation to the full Board. The full Board shall approve the payment schedule, including reasonable transitional allocations for newly established programs or where reliable prior-year participation figures do not exist. Any change to the total contribution or allocation method must comply with these bylaws and applicable law.

Section 7.07 Financial reports. At each regular Board meeting the Treasurer shall present opening and closing balances for every account; program revenue and expenses; budget-to-actual results; outstanding debts, loans, transfers, reimbursements, and restricted balances. Reports shall be sent to directors at least five days before regular meetings when practicable.

Section 7.08 Records and access. Receipts, invoices, statements, approvals, reconciliations, and contracts shall be retained centrally. Directors and program treasurers shall have timely access to records needed for oversight, with appropriate safeguards for personal information.

Section 7.09 Reconciliation and review. Bank accounts shall be reconciled monthly by someone other than the person initiating most transactions where feasible. The Board shall arrange an annual independent financial review proportionate to resources and legal requirements.

Section 7.10 Transfers and borrowing. Interprogram transfers, loans, guarantees, and use of restricted funds require documented Board approval and consent of the affected program board where legally permissible. No program funds may be redirected to another program without written authorization and any required donor consent.

Section 7.11 Shared vendors. When a vendor requires one contracting or paying entity, the central organization account may pay on behalf of programs under written cost allocation, documented transfers, and prompt reconciliation.

Section 7.12 Conflict safeguards. Related-party transactions require disclosure, recusal, documentation, and any legally required fairness findings and approvals.

ARTICLE VIII. PROGRAM OPERATIONS

Section 8.01 Program autonomy. Sport program boards manage coaching, scheduling, equipment, fundraising, program rules, and ordinary expenditures within approved budgets and organization-wide safety and compliance policies.

Section 8.02 Program guidelines and policies. Each sports program board may enact, amend, and administer its own sport-specific guidelines, operating rules, and policies within the authority delegated to that program. Such guidelines and policies shall not conflict with organization-wide policies, these bylaws, the Articles of Incorporation, or applicable law. The full Board retains authority to approve program

charters, exercise organization-wide oversight, and require correction of any conflicting program rule or policy.

Section 8.03 Facilities and equipment. Equipment purchased with program funds shall be tracked as organization property designated for that sport unless donor restrictions provide otherwise. Shared facilities and equipment shall be governed by written allocation procedures.

Section 8.04 New and discontinued programs. A proposed new sport must submit a mission fit assessment, leadership plan, budget, insurance and safety plan. Dissolution of a program requires a two-thirds Board vote and lawful disposition of designated or restricted assets.

ARTICLE IX. ETHICS, COMPLAINTS AND CONFLICTS

Section 9.01 Complaints. The Board of Directors shall maintain a confidential complaint and appeal process that prohibits retaliation and provides alternative reporting channels when a complaint concerns an executive officer. Reports involving suspected abuse or criminal conduct shall be referred to the appropriate authorities as required by law; internal review shall not delay mandatory reporting.

Section 9.02 Due process. Written procedures shall specify investigation authority, interim safeguards, notice, opportunity to respond, decisions, and appeals. No subcommittee shall make final disciplinary determinations or impose sanctions by its own vote.

Section 9.03 Disciplinary Review Subcommittee. A Disciplinary Review Subcommittee is hereby designated as the proposed standing advisory body for disciplinary matters, subject to creation by a two-thirds (2/3) vote of the Board of Directors under Section 3.07. Once established, it shall review complaints, gather information, evaluate relevant policies, and deliver written factual findings and recommended action to the Board of Directors. Its members have no voting power as subcommittee members and may not impose discipline, suspend or remove officers, or make binding decisions. The overseeing director shall be the Human Resources Director. Any director serving on it retains only their ordinary vote as a director when the full Board lawfully considers a recommendation, subject to conflict-of-interest recusal. Membership, confidentiality, conflicts, and procedural safeguards shall be defined in a Board-approved disciplinary policy.

Section 9.04 Legal rights. Nothing in these bylaws limits a person's right to report misconduct to law enforcement, regulators, child-protection agencies, or pursue rights provided by law.

Section 9.05 Dispute Resolution and Third-Party Mediation. Any internal dispute involving the organization and an affiliated sports program, or arising from organization governance or program operations, shall first be addressed through a good-faith internal resolution process facilitated by an impartial third-party mediator who is not directly involved in the dispute. The parties shall attempt mediation before pursuing formal internal disciplinary or governance action, except where immediate protective action, mandatory reporting, legal deadlines, or other rights or duties under applicable law require otherwise. The mediator shall have no authority to impose a binding decision unless the parties separately agree in writing to a lawful process. If a paid mediator must be retained, the organization shall pay fifty percent (50%) of the mediator's agreed fees and the sports program involved shall pay the remaining fifty percent (50%). The selection, scope, and fees of a paid mediator must be approved in writing by both parties before engagement. Mediation shall not prevent reporting to authorities or the exercise of legal rights.

ARTICLE X. POLICIES, AMENDMENTS AND ADOPTION

Section 10.01 Policy approval. Organization-wide policies shall be adopted or amended by majority Board vote unless these bylaws require more. Proposed policies should be distributed at least seven days before the vote, except urgent temporary safety measures.

Section 10.02 Bylaw amendments. A bylaw amendment requires written proposed text distributed to all directors at least ten calendar days before the vote and approval by two-thirds of directors then in office, or a greater threshold required by law or the Articles.

Section 10.03 Governing hierarchy. Applicable law and the Articles of Incorporation control over these bylaws; these bylaws control over Board policies, program charters, and team rules.

Section 10.04 Parliamentary procedure. The Board may adopt reasonable meeting procedures consistent with these bylaws and Oregon law.

Section 10.05 Certification. These bylaws become effective upon lawful adoption by the initial or sitting Board of Directors. The Secretary shall retain a signed copy and record the vote in the minutes.

CERTIFICATION OF ADOPTION

Adopted on: November 22, 2026 Meeting location: Virtual

Directors in office: 3 Directors voting in favor: 3 Against: 0 Abstaining: 0

President signature: _____ Date: _____

Secretary signature: _____ Date: 11-22-26