

BYLAWS
OF
STUMPTOWN DISC GOLF

SECTION 1
NAME

The name of the corporation is Stumptown Disc Golf, an Oregon nonprofit corporation (the "Corporation").

SECTION 2
PURPOSES AND POWERS

2.1 Purposes. The Corporation is organized and shall be operated for pleasure, recreation, and other non-profitable purposes within the meaning of section 501(c)(7) of the United States Internal Revenue Code of 1986, as amended ("Code"), including, without limitation, but only to the extent consistent with such purposes, to provide the growth and development of disc golf in local communities, by functioning (a) to support and promote the growth of disc golf through the installation of new courses and continued improvements at existing courses; (b) to develop disc golf activities for our membership which will be competitive, fair, and fun, including providing education and training clinics when requested; (c) to make the local communities and all associated governments aware of the benefits of disc golf as an outdoor activity and sport and that the Corporation supports the disc golf community; (d) to assist in the promotion and running of Oregon and Pacific Northwest disc golf events; and (e) to conduct fundraising for the purpose of assisting in course installation and improvement by holding events and other fundraising activities.

Subject to the foregoing purposes and the restrictions set forth in these articles of incorporation, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

2.2 Powers. The powers of this Corporation shall be those powers granted by the Oregon Nonprofit Corporation Act, as amended, including any additional powers granted by amendments to said act after formation of this Corporation.

SECTION 3
MEMBERS

3.1 Members. The Corporation shall have one or more classes of members (the "Members") as determined from time-to-time by the Board of Directors. The Board of Directors shall establish a policy for the admission and removal of Members, and shall have the ultimate responsibility for the admission and removal of Members.

3.2 Annual Meetings. There shall be an annual meeting of the Members each year with the specific date, time and place to be determined by the Board of Directors. At the

annual meeting of the Members, the Members shall vote on the election of directors as proposed by the Board of Directors and approval of the annual budget proposed by the Board of Directors.

3.3 Special Meetings. At any time the Board of Directors or the President may call a special meeting of the Members.

3.4 Notice of Annual and Special Meetings. The Secretary shall provide at least thirty (30) days' prior written notice to the members of any annual or special meeting of the Members. Such notice shall designate the specific date, time and place of any such meeting.

3.5 Quorum. The votes represented by Members at any annual or special meeting shall constitute a quorum.

SECTION 4 BOARD OF DIRECTORS

4.1 Powers. The board of directors (the "Board of Directors") manages the business and affairs of the Corporation and exercises or directs the exercise of all corporate powers necessary to control the work and policies of the Corporation.

4.2 Number and Qualification. The Board of Directors will consist of a minimum of five (5) and a maximum of seven (7) individuals (each, a "Director"), with the exact number determined by the Board of Directors from time to time.

4.3 Appointment and Term of Office. Directors are appointed at the annual meeting of the Members. Approximately one-half (1/2) of the Directors will be appointed at each annual meeting of the Board of Directors and will serve for a term of two years or until their successors are appointed and qualified. A Director who is appointed at an annual meeting of the Board of Directors will take office immediately after he or she is appointed.

4.4 Chair. The President (as defined below) shall be the chair ("Chair") of the Board of Directors and shall preside over all meetings of the Board of Directors.

4.5 Vice Chair. The Vice President (as defined below) shall be the vice chair ("Vice Chair") and shall perform the duties of the Chair in the in the event of the absence, resignation, refusal to act, or inability to act of the Chair.

4.6 Vacancies. For any vacancy occurring in the Board of Directors, for any reason, including a vacancy created when a Director vacates his or her position before fulfilling the complete length of the Director's term, the Board of Directors will appoint a new Director to serve the remainder of the term by the affirmative vote of a majority of the Directors then in office.

4.7 Resignation. Any Director may resign at any time by delivering written notice of resignation to either the Chair or Secretary (as defined below) of the Corporation. A resignation is effective upon receipt unless it specifies a later date. The Board of Directors may reject any postdated resignation by notice in writing to the resigning Director.

4.8 Compensation. Directors shall serve without compensation for their services.

4.9 Term Limits. Directors shall serve no more than three consecutive terms on the Board of Directors.

4.10 Regular Meetings. The Board of Directors will hold regular meetings, with the specific date, time, and place to be determined by the Chair. Regular meetings of the Board of Directors are open to the members to attend, and there will be a comment period at the beginning of any regular meeting for members to comment on the direction of the Corporation.

4.11 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by a majority of the members of the Board of Directors. Special meetings of the Board of Directors are open to the members to attend, and there will be a comment period at the beginning of any special meeting for members to comment on the direction of the Corporation.

4.12 Notice of Meetings. Reasonable notice of regular or special meetings will be provided by any of the usual means of communication at the residence or business address of each Director, including without limitation, electronic mail, U.S. mail, facsimile, or telephone. Notices of any meeting of the Board of Directors will be given at least 48 hours prior to the meeting.

4.13 Quorum; Majority Vote. A majority of the Directors in office at the time of a meeting of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors. A minority of the Directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

4.14 Action Without a Meeting. Any action required or permitted to be taken by the Directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all the Directors entitled to vote on the matter.

4.15 Meeting by Telephone or Video Conference. The Board of Directors may hold a meeting by telephone or video conference or by means of similar equipment in which all persons participating in the meeting can hear each other. Participation in such a meeting will constitute presence in person at the meeting.

4.16 Voting. A member of the Directors may vote by electronic mail on any issue requiring the vote of a Director by sending such transmission simultaneously to both the Chair and Secretary.

4.17 Committees. The Board of Directors may delegate authority to one or more committees of the Corporation. The delegation of authority, however, will not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law. Each Director will be encouraged to serve on one or more of the Corporation's committees.

4.18 Officers. The Board of Directors will select and appoint the officers of the Corporation as set forth in Section 5. The Board of Directors, from time to time, will fix the salary and define the powers and duties of the President (as defined below).

SECTION 5 OFFICERS

5.1 Designation. The officers of the Corporation will be a President, a Vice President, a Secretary, and a Treasurer (as defined below). Other offices may be established by the Board of Directors and will have such powers and duties as set forth by the Board of Directors.

5.2 Appointment and Term of Office. The officers of the Corporation, except for the President, will be appointed annually by the Directors at the annual meeting of the Board of Directors and will serve one-year terms. The President will serve at the pleasure of the Board of Directors for a term set forth by the Board of Directors. Each officer will hold office until a successor is duly appointed or until the officer's resignation, death, or removal.

5.3 Resignation. An officer may resign at any time by delivering written notice of resignation to the Chair. A resignation is effective upon receipt unless it specifies a later date. The Board of Directors may reject any postdated resignation by notice in writing to the resigning officer.

5.4 Removal. At any of its meetings, the Board of Directors may remove any officer, with or without cause, by the affirmative vote of the Board of Directors then in office. Removal will be without prejudice to the contract rights, if any, of the person removed. Appointment of an officer will not of itself create contract rights.

5.5 Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term. In case of a vacancy in the office of the President, the Board of Directors will appoint a replacement.

5.6 President. The president of the Corporation ("President") will be the chief executive officer of the Corporation and will, subject to control by the Board of Directors, have general supervision, direction, and control of the business and affairs of the Corporation. The President will execute on behalf of the Corporation all contracts, agreements, and other instruments. The President will have the general powers and management usually vested in the office of President of a corporation and will have such other powers and duties as may be prescribed by the Board of Directors.

5.7 Vice President. The executive vice president of the Corporation ("Vice President") shall perform the duties of the President in the event of the absence, resignation, refusal to act, or inability to act of the President. The Vice President will perform such other duties as may be prescribed by the Board of Directors. The Board of Directors may appoint additional vice presidents to perform such other duties as may be prescribed by the Board of Directors.

5.8 Secretary. The secretary of the Corporation ("Secretary") will work with the Corporation's employees and staff to ensure that the minutes of all meetings of the Board of Directors are prepared and kept and that the minute books and other records pertaining to corporate business are kept up to date. The Secretary will work with the Corporation's employees and staff to ensure that notices of the meetings of the Board of Directors are given in a timely manner as required by these bylaws. The Secretary will be responsible for authenticating resolutions and other records of the Corporation. The Secretary will perform such other duties as may be prescribed by the Board of Directors.

5.9 Treasurer. The treasurer of the Corporation ("Treasurer") will be the chief financial and accounting officer of the Corporation and will supervise and monitor the finances of the Corporation. The Treasurer will (a) work with the Corporation's employees and staff to ensure that correct and complete records of account accurately show the financial condition of the Corporation, (b) work with the Corporation's employees and staff to ensure that all funds of the Corporation are deposited in depositories that the Board of Directors may designate, (c) work with the Corporation's employees and staff to ensure that any funds of the Corporation that are paid out follow the procedures authorized by the Board of Directors, (d) present to the Board of Directors regular statements of the Corporation's financial position and cash flows, (e) work with the Corporation's employees and staff to ensure that the Corporation files all necessary tax returns and financial reports as required by law, and (g) work with the Corporation's employees and staff to ensure that an accurate record of all gifts, grants, contributions, gross receipts from admissions, sales of merchandise, performance of services, or furnishing of facilities in an activity that is not an unrelated trade or business, and the sources of all the foregoing funds.

SECTION 6 INDEMNIFICATION OF DIRECTORS AND OFFICERS

6.1 Generally. The Corporation will, to the fullest extent permitted by law, indemnify any person who is or was a Director or officer of the Corporation against any and all liability incurred by the person in connection with any actual or threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a Director or officer of the Corporation, if the person acted in good faith and in a manner that the person reasonably believed was in or not opposed to the best interest of the Corporation, and with respect to any criminal proceeding the person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorney fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, will not of itself create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that the conduct was not unlawful. The foregoing right of indemnification will be in addition to and not exclusive of any and all other rights to which any such Director or officer may be entitled under any statute, bylaw, agreement, or otherwise.

6.2 Actions by or in the Right of the Corporation. In connection with any proceeding brought by or in the right of the Corporation, the Corporation may not indemnify any

person who is or was a Director or officer of the Corporation if the person has been adjudged by a court of law to be liable to the Corporation, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity.

6.3 Self-Interested Transactions. The Corporation may not indemnify any person who is or was a Director or officer of the Corporation in connection with any proceeding charging improper personal benefit to the person in which he or she has been adjudged liable on the basis that personal benefit was improperly received by the person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity.

6.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper will be made by the majority vote of a quorum consisting of the Directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board of Directors, consisting of at least two Directors who were not parties to the proceeding. If there are not two Directors who were not parties to the proceeding, the full Board of Directors will select special legal counsel to determine whether indemnification is proper.

6.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses will be made by the majority vote of a quorum consisting of Directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Board of Directors, consisting of at least two Directors who were not parties to the proceeding. If there are not two Directors who were not parties to the proceeding, the full Board of Directors, including Directors who were parties to the proceeding, will evaluate the reasonableness of expenses.

6.6 Insurance. The Board of Directors will have the power to purchase insurance on behalf of any person who is or was a Director, officer, or employee of the Corporation against liability asserted against or incurred by the person arising out of his or her status as a Director, officer, or employee of the Corporation, whether or not the Corporation would have the power to indemnify the person against liability under the provisions of this section.

SECTION 7 MISCELLANEOUS

7.1 Fiscal Year. The fiscal year of the Corporation will be January 1 to December 31. Appropriate accounting practices must be maintained, and a periodic financial review by competent professionals will be completed and the results reported to the Board of Directors.

7.2 Contracts, Debts, and Obligations. No contract, debt, or obligation will be binding on the Corporation unless contracted under the authority of the Board of Directors or under authority delegated to an officer of the Corporation by the Board of Directors.

**SECTION 8
AMENDMENT**

The Members may amend or repeal these bylaws or adopt new bylaws by majority vote at any annual or special meeting of the Members. The meeting notice for the meeting at which such vote occurs must state that a purpose of the meeting is to consider an amendment to the bylaws and must contain a copy or summary of the proposed amendment as proposed by the Board of Directors.

The foregoing bylaws were duly adopted by the Board of Directors effective as of _____, 2009.

_____, Secretary

Attest:

_____, President