

BYLAWS OF THE GLIDE COMMUNITY CLUB
Passed and adopted by the membership on December 11, 2012.

ARTICLE ONE

Name and Mission

The name of the corporation shall be THE GLIDE COMMUNITY CLUB. The mission of The Glide Community Club is to offer a variety of community-based activities. Social, cultural, and educational events provide opportunities for people of all ages to play, learn and work together. The Club develops and maintains The Glide Community Center to provide an inviting and versatile facility to meet the community's changing needs. Through volunteering and collaborative partnerships, members help the Club thrive and flourish for the benefit of all North Umpqua area residents.

ARTICLE TWO

Purpose

The Glide Community Club is organized and will be operated exclusively for community purposes allowable under IRS Code 501(c)(3). The Glide Community Club shall not carry on any other activities not permitted: (a) by an organization or corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by an organization to which contributions are deductible under 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE THREE

Membership

1. Members. The members of The Glide Community Club shall consist of those individuals who fulfill the qualifications for membership that are established by the membership of The Glide Community Club and who have a paid membership. There shall be one class of members. Unless otherwise determined by the membership every person paying the annual dues, as specified and approved at the last scheduled membership meeting in the calendar year or who are providing pre-approved in kind contribution of labor, may be a member. A family membership includes all individuals residing in the home of a member. A membership form must be completed and placed on file with The Glide Community Club each year.

2. Dues. Membership to The Glide Community Club requires payment of dues, in such amounts as may be necessary to carry on the affairs of The Glide Community Club or by providing pre-approved in kind contribution of labor. At the last scheduled membership meeting in the calendar year, annual membership dues are specified and approved for the upcoming membership year. All memberships must be renewed annually with the payment of annual membership dues.

3. Period of Membership. The period of membership shall be twelve (12) months. A membership year is from February 1st to January 31st.

4. Resignation. Any member may resign at any time by delivering to the board of directors or the president of the Glide Community Club a written resignation. Dues paid for the unexpired portion of the membership year shall be forfeited.

5. Membership Meetings and Annual Meeting. Membership meetings will be held at the Glide Community Center, or at another location designated by the board of directors in the event the Center is unavailable, for the purposes of conducting any business any member brings before the membership, updating the membership on board and committee activities, and obtaining membership feedback on board

and committee activities. Date and time of these meetings will be scheduled at the annual meeting. During the year, should this schedule need to be changed, it can be changed by a vote of the membership at any membership meeting, and the membership must be notified of this change. The annual meeting of the members, held for the purpose of electing directors and transaction of other business, shall be held at the Glide Community Center, or at another location designated by the board of directors in the event the Center is unavailable, in February and shall replace the February membership meeting.

6. Notice of Membership Meetings and Annual Meeting. Notice of the place, time, and date of membership meetings and the annual meeting shall be given either personally, by electronic mail, postings of flyers, by regular mail, by public notice in local and regional newspapers and weeklies, by phone, or in some combination of such to each member or household of record not less than seven nor more than 60 days prior to the date of the meeting. Notice of meetings shall also be posted on The Glide Community Center reader board. In January members will be reminded that their annual membership will need to be renewed, the amount of membership for the upcoming year, and of the date for required payment of dues for the upcoming year.

7. Special Meetings. Special meetings of the members, other than a special meeting for the election of directors, may be called at any time by the board of directors or the president, and shall be called by the secretary on receipt of a written request from 5% of the members of The Glide Community Club entitled to vote at such meeting, or 10 members of The Glide Community Club entitled to vote at such meeting, whichever is less.

8. Notice of Special Meeting. Notice of a special meeting shall state the place, date, hour and proposed agenda of the meeting, and at whose direction the notice was issued. The notice shall be given personally, by electronic mail, by regular mail, by public notice in local and regional newspapers and weeklies, by phone, or in some combination of such to each member or household of record entitled to vote, not less than seven or more than 60 days prior to the date of the meeting. Notice of meetings shall also be posted on The Glide Community Center reader board. No other business except that specified in the notice may be transacted at such special meeting without the unanimous consent of all members present at such meeting.

9. Waiver of Notice. Notice of meeting need not be given to any member who submits a signed waiver of notice by proxy or in person either before or after the meeting. The attendance of any member at the meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

10. List of Members. A list of members shall be maintained and made available pursuant to and in compliance with ORS 65, and printed copies will be available for members to obtain during the first membership meeting following each annual meeting. The membership list shall also be made available at any meeting of the members in order to clarify issues of voting rights. If a member's right to vote at any meeting is challenged, the person presiding at the meeting shall require that such list of members be produced as evidence of the right of the person challenged to vote at such meeting, and all persons who appear from such list to be members entitled to vote at the meeting may then vote.

11. Quorum. Except as otherwise provided by law, at any meeting of members of The Glide Community Club those voters present at the meeting, in person or by proxy, shall constitute a quorum for all purposes.

12. Voting. At every meeting of the members, each member who is 18 years or older shall be entitled to vote. The vote upon any question before the members, excluding board elections and amendments to the bylaws, shall be by voice or by a show of hands. Voting for board positions and amendments to the bylaws shall be conducted by secret written ballot. All questions shall be decided by a majority vote of the

members voting. Such a vote shall constitute an act of the full membership except as may be otherwise specifically provided by law or by these bylaws. Proxy votes will only be accepted on behalf of members in the event a member is unable to attend the annual meeting, special meetings, or meetings for board elections, changes to the bylaws, or the removal of a board of director or executive officer. Proxy authorizations must be signed and dated by the member and must state for what event the proxy is authorized and shall be retained as part of the permanent record of any voting that takes place at that meeting. Proxy votes are for single event voting authorizations only. No member may vote more than two proxies, with the exception of proxies for those in the member's immediate household. A proxy is defined as 1) someone who is authorized to serve in one's place at a meeting, particularly with the right to cast votes, and 2) the written authority given to someone to act or vote in someone's place. Absentee votes or ballots will not be used.

13. Conduct of Meetings. Meetings of members shall be presided over by the president, or if the president is absent, by the vice-president. If both the president and vice-president are absent, the meeting shall be presided over by a chairperson chosen at the meeting by the membership present. The secretary of the Glide Community Club shall act as the meeting secretary. If the secretary is absent, the recording secretary of the meeting shall be chosen by the club secretary in advance or by the chairperson at the meeting.

14. Removal of Members. Any member may be removed from membership for failure to pay dues when due.

15. Compensation and Expenses. Members shall not receive any stated salary for their services as such. The board of directors shall have the power, in its discretion, to contract for and to pay members who render unusual or special services to The Glide Community Club special compensation appropriate to the value of such services. Plans for such compensation shall be approved by the membership prior to contracting such services.

ARTICLE FOUR

Directors

1. Number, Duties, and Term. The board of directors, which shall consist of at least three (3) but not more than nine (9) members, is charged with stewardship of The Glide Community Club and managing Club affairs in accordance with direction provided by the membership and in accordance with the mission and purpose stated in these bylaws. Directors shall serve 3 year terms, except as provided in Article 4, Section 2 for staggering terms. Terms will be staggered so that one third (1/3) of the board shall be elected each year. No decrease in the number of directors shall shorten the term of any incumbent director.

2. Nominations and Election. At least 60 days prior to the date of the election, the president shall appoint a Board Candidate committee that shall be responsible for soliciting, accepting, and recruiting candidates for election to the board of directors and to act as a clearinghouse for candidate and vacancy information. The committee shall consist of at least one director and at least two members. The president shall designate one member of the committee to serve as chairperson thereof. Any potential candidate must be a member in good standing of The Glide Community Club. At least 7 days prior to the election, the committee shall submit its list of candidates to the membership of record, along with notification of the meeting at which the election will be held. In addition to those candidates brought forward by the Board Candidate committee, any member of The Glide Community Club may nominate any additional member at the election meeting, and such nominations shall be added to the official ballot. Other write-ins will not be counted.

Members and proxies shall vote on a secret written ballot by marking opposite the name of each candidate of their choice. Any candidate who receives votes from a majority of the ballots shall be elected, unless the election results in more than the maximum number of directors. In that case, candidates receiving the most votes shall be elected, up to the maximum allowable. Some new directors may need to serve terms shorter than three years so that about one-third of the directors' terms end each year. Longer terms are assigned to new directors who received the most votes. If terms cannot be equally balanced, longer terms should be assigned before shorter ones. Ties shall be resolved by a coin toss or drawing lots in the presence of the membership and the tied candidates.

3. Resignation. Any director may resign at any time by giving written notice of such resignation to the board of directors.

4. Vacancies. Any vacancy on the board of directors occurring during the year may be filled for the unexpired portion of the term by a member who has been selected by a majority vote of the membership at the next membership meeting for which legal notification of the membership is possible. Any director so elected shall hold office for the unexpired portion of the term and until a successor has been elected.

5. Annual Meeting of Directors. The annual meeting of the directors shall occur at least once a year within 30 days immediately following the annual meeting of all members.

6. Regular Meetings. The board of directors shall meet according to the schedule set at the annual directors' meeting. These meetings shall be open to the membership. Changes in meetings dates, times, and locations shall be made available to the membership either personally, by electronic mail, postings of flyers, by regular mail, by public notice in local and regional newspapers and weeklies, by phone, or in some combination of such. Notice of meetings shall also be posted on The Glide Community Center reader board. No notice shall be required for a regular meeting for which the time and place have been fixed at least 60 days in advance either under these bylaws or by the board of directors.

7. Special Meetings. Special meetings of the board of directors may be called, upon notice, at any time by the president and must be called by the president or secretary on the written request of two directors.

8. Notice of Meetings. Notice of all meetings of the board of directors except as otherwise provided in these bylaws, shall be given personally or, by electronic mail, by regular mail, by public notice in local and regional newspapers and weeklies, by phone, or in some combination of such at least seven (7) days prior to the meeting to the members of the board and the membership of record. Notice of meetings shall also be posted on The Glide Community Center reader board. No notice need be given to any director who attends a meeting without protesting, either prior to or at the commencement of the meeting, lack of notice to him or her. At any meeting at which every director shall be present, even though without notice or waiver of notice, any business may be transacted.

9. Quorum. At all meetings of the board of directors a majority of all directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as otherwise provided by law or by these bylaws.

10. Chairperson. Meetings of the board of directors shall be presided over by the president of The Glide Community Club, or if the president is absent, by the vice-president. If neither of them is present, the meeting shall be presided over by a chairperson chosen among the directors at the meeting. The secretary of The Glide Community Club, if present, shall act as secretary of the meeting. If not present, the secretary of the meeting shall be chosen among the directors at the meeting.

11. Action without a Meeting. Any actions required or permitted to be taken by the board of directors or any committee thereof may be taken without a meeting if all members of the board of directors consent in writing to authorize such action.

12. Contracts. No contract, transaction or act shall be taken for and on behalf of The Glide Community Club if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax-exempt status under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors or officers to enter into or consummate any contract, transaction or other action.

13. Compensation and Expenses. Directors shall not receive any salary for their services as such. The board of directors shall have the power, in its discretion, to contract for and to pay to directors who render unusual or special services to The Glide Community Club special compensation appropriate to the value of such services. Plans for such compensation shall be approved by the membership prior to contracting such services.

14. Powers. All of The Glide Community Club's powers, except such as are otherwise provided for in these bylaws and the laws of the State of Oregon, shall be exercised by the board of directors. The board of directors may, by general resolution, appoint committees and delegate to them or to the officers of The Glide Community Club such powers as they may see fit.

15. Removal. Board members may be removed from office by a majority vote of the membership with or without cause, which may include such things as failure to perform the duties of their position or failure to attend three consecutive meetings. 5% of the members of The Glide Community Club entitled to vote or 10 members of The Glide Community Club entitled to vote, whichever is less, may petition in writing for the removal of a board member. The board member proposed to be removed from office shall be entitled to at least 14 days but not more than 60 days notice by first class mail of the meeting at which such removal is to be voted on and shall be entitled to appear before and be heard at such meeting. A majority vote of the attending membership and board of directors shall decide the ruling on the petition for removal.

ARTICLE FIVE

Officers

1. Election. There shall be at least a President and Secretary as officers of the Board. Other officers may include Vice President and Treasurer. Officers of the Board will constitute the Executive Committee of the Board. The board may choose to install such other officers, with such powers and duties as may be appointed and determined by the board of directors. The same person may hold any two offices, except that of the President. The membership shall elect the officers annually at the annual membership meeting. An officer shall serve in such capacity for the ensuing year and until a successor has been elected.

2. Vacancies. In the event any office becomes vacant, the membership will elect a member of The Glide Community Club to fill such vacancy.

3. President. The president shall be the chief executive officer of The Glide Community Club and shall preside at all meetings of the board of directors and membership. The President shall convene regularly scheduled membership and Board meetings, shall preside or arrange for other members of the Executive Committee or Board to preside at each meeting of the Board. The President will only vote on items before the Board or the membership in the event there is a tie. The President shall execute bonds and other contracts, except where signing and execution shall be expressly delegated by the board of directors to some other officer, committee or agent of The Glide Community Club. The President shall have such other

powers and duties as may be assigned by the board of directors.

4. Vice President. In the absence or disability of the president, the vice-president or, if there are more than one, the executive vice-president shall perform the duties of that office. The vice-president shall have such other powers and duties as may be assigned by the board of directors.

5. Secretary. The secretary of the board shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all membership and board meetings, sending out meeting announcements, distributing copies of membership and board minutes, distributing meeting agendas to the membership and board meeting agendas prior to a membership or board meetings, and assuring that corporate records are maintained. The Secretary of the Board shall also act as Treasurer of The Glide Community Club unless the board establishes an office of Treasurer.

6. Treasurer. The Treasurer shall make a report at each membership and Board meeting, shall chair the finance committee if one is established, assist in the preparation of the budget, manage The Glide Community Club's financial account, receive and receipt membership dues, donations, and other assorted funds, pay corporation expenses from The Glide Community Club's financial account, help develop fundraising plans, and make financial information available to Board members and the membership.

7. Removal. 5% of the members of The Glide Community Club who are entitled to vote or 10 members of The Glide Community Club who are entitled to vote, whichever is less, may petition in writing for the removal of any officer with or without cause, which may include such things as failure to perform the duties of the position or missing 3 consecutive meetings. Any officer proposed to be removed shall be entitled to at least 14 days but not more than 60 days notice in writing by first class mail of the meeting which such removal is to be voted on and shall be entitled to appear before and be heard at such meeting. A majority vote of the attending membership and board of directors shall decide the ruling on the petition for removal. Removal from office does not mean removal from the Board of Directors.

ARTICLE SIX

Executive Committee

The officers of The Glide Community Club shall 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.

ARTICLE SEVEN

Agents and Representatives

The board of directors may appoint such agents and representatives with such powers and to have such duties and to perform such acts on behalf of The Glide Community Club as the board may see fit, provided that any such appointment shall be consistent with these bylaws and authorized or permitted by law.

ARTICLE EIGHT

Committees

The board of directors may appoint or dissolve committees (which may include advisory boards) as the board may designate for the benefit of The Glide Community Club.

ARTICLE NINE

Prohibition Against Sharing in Corporate Earnings

Notwithstanding any other provision of the bylaws, no director, officer, employee or representative of The Glide Community Club shall take any action or carry on any activity by or on behalf of The Glide Community Club not permitted to be taken or carried on by any Corporation exempt under 26 USCA § 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE TEN

Indemnification

The Glide Community Club shall indemnify any person made or threatened to be made a party to an action or proceeding by reason of the fact that he, his testator or intestate, is or was a director or officer of The Glide Community Club **or** who served any other company in any capacity at the request of The Glide Community Club, in the manner and the maximum extent permitted by ORS 65.391 as now existing and as amended from time to time. In addition, The Glide Community Club may indemnify and advance expenses to such persons to an extent greater than provided by ORS 65.391 if authorized by a resolution of the members or a resolution of the board of directors, in an agreement providing for such indemnification.

The Glide Community Club may, in the discretion of the board of directors, indemnify all corporate personnel, other than directors and officers, in the same manner and to the same extent as any officer or director.

ARTICLE ELEVEN

Dissolution & Distribution Of Assets

In the event that this organization shall be disbanded, discontinued or dissolved, all assets and monies shall be donated to another local, civic, not-for-profit organization as allowed by law and in compliance with any deed restrictions.

ARTICLE TWELVE

Amendment

Bylaws of the Glide Community Club may be adopted, altered, amended, or repealed by a vote of members.

ARTICLE THIRTEEN

Procedure

On all questions of parliamentary procedure, Robert's Rules of Order shall govern.