

**AMENDED AND RESTATED
BYLAWS
OF THE
OREGON FENCING ALLIANCE**

JUNE 2005

a nonprofit public benefit corporation (the “corporation”),
organized pursuant to the Oregon Nonprofit Corporation Act,
ORS Chapter 65, as amended from time to time
(the “Act”)

TABLE OF CONTENTS

	<u>Page</u>
SECTION 1. PURPOSES, POWERS, AND RESTRICTIONS	1
1.1 <u>Purposes and Powers</u>	1
1.2 <u>Restrictions</u>	1
1.2.1 <u>Nonprofit Status</u>	1
1.2.2 <u>Distributions; Dissolution</u>	1
1.2.3 <u>Prohibited Activity</u>	2
SECTION 2. OFFICES	3
2.1 <u>Principal Office</u>	3
2.2 <u>Registered Office</u>	3
SECTION 3. BOARD OF DIRECTORS	3
3.1 <u>General Powers</u>	3
3.2 <u>Number, Tenure and Qualifications</u>	3
3.2.1 <u>General</u>	3
3.2.2 <u>Election</u>	3
3.2.3 <u>Terms</u> 4	
3.3 <u>Annual and Regular Meetings</u>	4
3.3.1 <u>Annual Meeting</u>	4
3.3.2 <u>Regular Meetings</u>	4
3.4 <u>Special Meetings</u>	4
3.4.1 <u>Power to Call</u>	4
3.4.2 <u>Notice</u> 4	
3.5 <u>Waiver of Notice</u>	5
3.5.1 <u>Written Waiver</u>	5
3.5.2 <u>Waiver by Attendance</u>	5
3.6 <u>Meetings by Telecommunications</u>	5
3.7 <u>Quorum</u>	6
3.8 <u>Manner of Acting</u>	6
3.8.1 <u>Majority Action</u>	6
3.8.2 <u>Presumption of Assent</u>	6
3.8.3 <u>No Withdrawal of Assent</u>	6
3.9 <u>Action by Board or Committee, Without a Meeting</u>	6
3.10 <u>Attendance</u>	6
3.11 <u>Resignation</u>	6
3.12 <u>Removal</u>	6
3.12.1 <u>Board Meeting</u>	6
3.12.2 <u>Required Action</u>	7
3.13 <u>Vacancies</u>	7
3.14 <u>Minutes</u>	7
3.15 <u>Committees Generally</u>	7
3.15.1 <u>Function and Membership</u>	7
3.15.2 <u>Temporary Committees</u>	7
3.15.3 <u>Authority</u>	7
3.16 <u>Committee Operations</u>	8
3.16.1 <u>Call of Meetings</u>	8

3.16.2	<u>Minutes of Meetings</u>	8
3.16.3	<u>Resignation</u>	8
3.16.4	<u>Removal</u>	8
3.17	<u>Advisory Board</u>	8
3.18	<u>Conflict of Interest</u>	8
3.18.1	<u>Definition</u>	8
3.18.2	<u>Procedure</u>	8
3.19	<u>Compensation</u>	8
SECTION 4.	<u>OFFICERS</u>	8
4.1	<u>Designation</u>	8
4.1.1	<u>Principal Officers</u>	8
4.1.2	<u>Additional Officers</u>	8
4.1.3	<u>Titles and Duties</u>	8
4.2	<u>Election and Term of Office</u>	9
4.2.1	<u>President, Secretary and Treasurer</u>	9
4.2.2	<u>Resignation</u>	9
4.2.3	<u>Removal</u>	9
4.2.4	<u>Vacancies</u>	9
4.3	<u>President</u>	9
4.3.1	<u>General Authority</u>	9
4.3.2	<u>Specific Authority</u>	9
4.4	<u>Vice President</u>	10
4.5	<u>Secretary</u>	10
4.5.1	<u>General Duties</u>	10
4.5.2	<u>Specific Duties</u>	10
4.5.3	<u>Delegation</u>	10
4.6	<u>Treasurer</u>	10
4.6.1	<u>General Duties</u>	10
4.6.2	<u>Specific Duties</u>	10
4.6.3	<u>Delegation</u>	11
4.6.4	<u>Bond</u> 11	
4.7	<u>Compensation</u>	11
4.7.1	<u>Non-Employee Officers</u>	11
4.7.2	<u>Employee Officers</u>	11
SECTION 5.	<u>ATHLETE ADVISORS</u>	11
SECTION 6.	<u>MEMBERSHIP AND FEES</u>	11
SECTION 7.	<u>MEMBERSHIP MEETINGS</u>	11
7.1	<u>Annual Meeting</u>	11
7.1.1	<u>Time</u> 11	
7.1.2	<u>Notice</u> 11	
7.1.3	<u>Business</u>	12
7.2	<u>Special Meetings</u>	12
7.2.1	<u>Right to Call</u>	12
7.2.2	<u>Notice</u> 12	
7.3	<u>Record Date</u>	12
7.4	<u>Electronic Notice</u>	12
7.5	<u>Waiver of Notice</u>	13
7.5.1	<u>Written Waiver</u>	13

	7.5.2	<u>Waiver by Attendance</u>	13
7.6		<u>Proxies</u>	13
	7.6.1	<u>General</u>	13
	7.6.2	<u>Revocation</u>	13
	7.6.3	<u>Death or Incapacity of Proxy Maker</u>	13
7.7		<u>Action Without a Meeting</u>	13
	7.7.1	<u>Action by Written Ballot</u>	13
	7.7.2	<u>Action by Unanimous Consent</u>	14
SECTION 8.		<u>CONTRACTS, LOANS, CHECKS, AND DEPOSITS</u>	14
8.1		<u>Contracts</u>	14
8.2		<u>No Loans to Directors or Officers</u>	14
8.3		<u>Checks, Drafts, Etc</u>	14
8.4		<u>Deposits</u>	14
SECTION 9.		<u>BOOKS AND RECORDS</u>	15
SECTION 10.		<u>FISCAL YEAR</u>	15
SECTION 11.		<u>INDEMNIFICATION</u>	15
11.1		<u>Directors and Officers</u>	15
11.2		<u>Employees and Other Agents</u>	15
11.3		<u>No Presumption of Bad Faith</u>	15
	11.3.1	<u>Lack of Good Faith</u>	15
	11.3.2	<u>Reasonable Cause</u>	15
11.4		<u>Advances of Expenses</u>	15
	11.4.1	<u>Affirmation of Good Faith</u>	15
	11.4.2	<u>Undertaking</u>	15
11.5		<u>Enforcement</u>	15
	11.5.1	<u>Contractual Rights</u>	15
	11.5.2	<u>Conditions of Action</u>	16
	11.5.3	<u>Cost of Claim</u>	16
	11.5.4	<u>Permitted Defense</u>	16
	11.5.5	<u>Defenses Not Permitted</u>	16
11.6		<u>Nonexclusivity of Rights</u>	16
11.7		<u>Survival of Rights</u>	16
11.8		<u>Insurance</u>	17
11.9		<u>Amendments</u>	17
11.10		<u>Savings Clause</u>	17
11.11		<u>Certain Definitions</u>	17
	11.11.1	<u>Proceeding</u>	17
	11.11.2	<u>Expenses</u>	17
	11.11.3	<u>Corporation</u>	17
	11.11.4	<u>Director, Etc.</u>	17
	11.11.5	<u>Various References</u>	17
	11.11.6	<u>Indemnify</u>	18
SECTION 12.		<u>AMENDMENTS</u>	18

AMENDED AND RESTATED BYLAWS
OF THE
OREGON FENCING ALLIANCE

a nonprofit public benefit corporation (the “corporation”),
organized pursuant to the Oregon Nonprofit Corporation Act,
ORS Chapter 65, as amended from time to time
(the “Act”)

SECTION 1. PURPOSES, POWERS, AND RESTRICTIONS

1.1 Purposes and Powers.

1.1.1 The corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including combating juvenile delinquency and promoting community welfare and good citizenship through, without limitation, fostering national and international amateur sports competition, coaching and training, and promoting fencing as an amateur sport in general, particularly among children and young adults.

1.1.2 Subject to Section 1.2 below and to the extent consistent with Section 1.1.1 above, the corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Act, as amended from time to time.

1.2 Restrictions.

1.2.1 Nonprofit Status. The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director or officer of the corporation or to any private individual. This shall not prevent the following:

(a) The corporation may reimburse the expenses of its directors, officers, and employees in accordance with the bylaws of the corporation.

(b) The corporation may make payments and distributions in furtherance of the purposes of the corporation, subject to the limitations of this Section 1.2.

(c) The corporation may pay reasonable compensation to any employee, including employees who are officers of the corporation.

1.2.2 Distributions; Dissolution. If the corporation is dissolved or its affairs are otherwise wound up, the following shall apply:

(a) No director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs.

(b) After paying or making adequate provision for the payment of all of the liabilities of the corporation, all remaining assets of the corporation shall be distributed by the Board of Directors, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to an organization that then qualifies for exemption under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or to the federal government or a state or local government for a public purpose.

(c) Any assets of the corporation not disposed of under (b) above shall be disposed of by the Circuit Court of Multnomah County, Oregon, exclusively for such purposes or to such an exempt organization or organizations as such Court shall determine.

1.2.3 Prohibited Activity.

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise except as may be permitted to organizations qualified for exemption under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code.

(b) The corporation shall not directly or indirectly participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) The corporation shall not have objectives or engage in activities that cause it to be characterized as an "action" organization within the meaning of the Code.

(d) The corporation shall not conduct or carry on activities not permitted to be conducted or carried on by any of the following:

(1) An organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code.

(2) An organization, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

(3) A corporation exempt from the Oregon Corporation Excise Tax under ORS 317.080, as amended, or the corresponding section of any future Oregon tax code.

SECTION 2. OFFICES

2.1 Principal Office. The principal office of the corporation shall be located at the principal place of business or such other place as the Board of Directors may designate. The corporation may have such other offices, either within or without the State of Oregon, as the Board may designate or as the business of the corporation may require from time to time.

2.2 Registered Office. The registered office of the corporation shall be located within the State of Oregon and may be, but need not be, identical with the principal office (if located within the State of Oregon).

SECTION 3. BOARD OF DIRECTORS

3.1 General Powers. The business and affairs of the corporation shall be managed by a Board of Directors (the "Board") except as may be otherwise provided in these bylaws, the Articles of Incorporation, or the Act.

3.2 Number, Tenure and Qualifications.

3.2.1 General. The Board shall consist of no fewer than three and no more than eleven directors. The specific number of directors within that range shall be set by resolution of the Board. The number of directors may be changed from time to time by amendment to these bylaws or, within the above range, by resolution of the Board, but no decrease in the number of directors shall shorten the term of any incumbent director. The number of directors shall not be changed to fewer than three.

3.2.2 Election. Each director must be a voting member of the corporation. Each director shall serve for a four-year term. The Board of Directors shall be elected by all members entitled to vote at the annual meeting of the corporation, and shall take office as of January 1st of the year following the annual meeting to be held in the fourth quarter of that calendar year. Each voting member shall have the right to nominate a director, provided that nominations must be submitted to the Board in writing by October 1st before the annual meeting. Additional nominations may be made by the Board. Each director shall hold office until the director's successor has been elected and qualified. An individual may serve an unlimited number of terms on the Board if duly elected under the terms of these Bylaws. In the event that the number of directors is increased, the new director position shall be filled at the next annual meeting of the members or at a special meeting of the Board of Directors.

3.2.3 Terms.

(a) All directors shall serve for a period of four years. The terms of directors shall be staggered so that three directors are elected in a year that is two years apart from the terms of the remaining four directors. All directors in office as of the effective date of these bylaws shall serve his or her full term. If necessary, at the next election for directors, the terms of certain director positions, designated in advance, shall be for the number of years necessary to achieve staggered terms.

(b) Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected or appointed, unless there is a decrease in the number of directors.

3.3 Annual and Regular Meetings.

3.3.1 Annual Meeting. An annual Board meeting shall be held each year as follows:

(a) The meeting shall be held at the principal office of the corporation or such other place as may be fixed by the Board, for the purpose of electing officers and transacting such other business as may properly come before the meeting.

(b) The meeting shall in any event be held during the first quarter of the calendar year following the corporation's annual meeting on a date to be fixed by the Board.

3.3.2 Regular Meetings. By resolution and without other notice than such resolution, the Board may specify the time and place (either within or without the State of Oregon) for holding regular meetings.

3.4 Special Meetings.

3.4.1 Power to Call. Special meetings of the Board may be called by or at the request of the President, or any two directors. The person or persons authorized to call special meetings may fix any place within the State of Oregon as the place for holding any special Board meeting called by them.

3.4.2 Notice. Notice of a special Board meeting shall be given to each director at the address shown on the records of the corporation as follows:

(a) The notice shall state the date, time, and place of the meeting. Unless specifically required by the Act, neither the business to be transacted nor the purpose of any special meeting need be specified in the notice of such meeting.

(b) Notice by personal service shall be effective if delivered at the director's address at least two business days before the meeting.

(d) Notice delivered by telegraph shall be effective if the content is delivered to a telegraph company by such time that the telegraph company guarantees delivery at least two business days before the meeting.

(e) Notice delivered orally (by telephone or in person) shall be effective if personally given to a director at least two business days before the meeting.

(f) Notice delivered by facsimile or other electronic transmission shall be effective if the content is transmitted to, and acknowledged by, the office of a director, at the required address, at least two business days before the meeting. A director may consent in writing delivered to the Secretary to electronic notice without confirmation of receipt in which case such notice shall be effective. Such consent shall be filed in the records of the corporation and shall be effective until seven days after the Secretary receives a written revocation of such consent.

(g) Notice delivered by private courier shall be effective if delivered to the courier by such time that the courier guarantees delivery at least two business days before the meeting.

(h) A "business day" is a weekday on which regular U.S. mail is delivered.

(i) In case of emergency, the person or persons calling the meeting may prescribe a shorter notice, to be given personally or by telephoning each director.

3.5 Waiver of Notice.

3.5.1 Written Waiver. Whenever any notice to a director is required or permitted under these bylaws, the Articles of Incorporation, or the Act, a waiver as follows shall be the equivalent of such notice to the director:

(a) The waiver shall specify the meeting for which notice is waived, be signed at any time by the director entitled to the notice, and be filed with the minutes or corporate records.

(b) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.5.2 Waiver by Attendance. The attendance of a director at a Board meeting shall constitute a waiver of notice of such meeting unless the director, at the beginning of the meeting or promptly upon such director's arrival, objects to holding the meeting or transacting any business at the meeting, and does not vote for or assent to action taken at the meeting.

3.6 Meetings by Telecommunications. Members of the Board may participate in a meeting of the Board by use of any means of communication by which all persons participating may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at the meeting.

3.7 Quorum. One-half of the directors in office shall constitute a quorum for the transaction of business at any Board meeting. If fewer than one-half of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.8 Manner of Acting.

3.8.1 Majority Action. The act of the majority of the directors present at a Board meeting at which there is a quorum shall be the act of the Board unless the vote of a greater number is required by these bylaws, the Articles of Incorporation, or the Act.

3.8.2 Presumption of Assent. A director present at a Board meeting at which action on any corporate matter is taken shall be presumed to assent to the action unless one or more of the following applies:

- (a) The director's dissent is entered in the minutes of the meeting.
- (b) The director delivers a written notice of dissent or abstention to the presiding officer of the meeting before adjournment.
- (c) The director forwards notice of dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting.

3.8.3 No Withdrawal of Assent. A director who voted in favor of corporate action at a meeting or is presumed to assent under Section 3.8.2 may not later dissent or abstain.

3.9 Action by Board or Committee, Without a Meeting. Any action that could be taken at a meeting of the Board, or of any committee appointed by the Board, may be taken without a meeting if a written consent setting forth the action so taken is signed by each director or by each committee member. Such written consent, which shall have the same effect as a unanimous vote of the directors or such committee, shall be inserted in the minute book as if it were the minutes of a Board or committee meeting.

3.10 Attendance. If a director is absent from three consecutive meetings, the President shall investigate and report to the Board as to the circumstances of such absence, and may make a recommendation for removal of such member.

3.11 Resignation. Any director may resign at any time by delivering written notice to the President. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

3.12 Removal. A director may be removed by the Board as follows:

3.12.1 Board Meeting. Removal must occur at a meeting called expressly for that purpose or at a regularly scheduled meeting of the Board for which there is at least two

business days notice stating that the purpose, or one of the purposes, of the meeting is such removal.

3.12.2 Required Action. A director may be removed with or without cause by a vote of a majority of the directors then in office.

3.13 Vacancies. Any vacancy on the Board shall be filled by the Board by a majority vote of the remaining directors for the unexpired term of the predecessor.

3.14 Minutes. The Board shall keep minutes of its meetings and shall cause them to be recorded in books kept for that purpose.

3.15 Committees Generally.

3.15.1 Function and Membership. Committees shall be constituted as follows:

(a) The Board shall specify the functions and powers of each committee, subject to these bylaws, the Articles of Incorporation and applicable law.

(b) Each committee may consist of one or more directors. The President shall serve as an ex officio nonvoting member of each Committee to which the President has not been otherwise appointed.

(c) Members of committees shall be appointed annually by the Board of Directors at its first meeting following the annual meeting. Each committee member shall serve in said capacity until such committee member's successor shall be elected or appointed. The President shall designate each committee chair.

3.15.2 Temporary Committees. The Board may create such temporary or ad hoc committees as it considers desirable from time to time.

3.15.3 Authority. Each committee shall have the authority of the Board to carry out its functions except that no committee shall have the authority to do any of the following:

(a) Authorize distributions.

(b) Approve the dissolution of the corporation or the merger or consolidation of the corporation into another corporation.

(c) Approve the disposition or pledge of all or substantially all of the corporation's assets.

(d) Elect or remove the President or a director, or fill vacancies on the Board or on any of its committees.

(e) Amend or repeal these bylaws or the Articles of Incorporation.