

SHRINERS HOSPITAL OREGON EAST-WEST ALL-STAR FOOTBALL GAME ASSOCIATION

BYLAWS

This unincorporated, not for profit, charitable association is an organization of Nobles of Al Kader Shriners, A.A.O.N.M.S. (herein “Al Kader Shriners) and Hillah Shriners, A.A.O.N.M.S. (herein “Hillah Shriners”). To further common purposes they have entered into this agreement with the prior official authorization of the potentates of Al Kader Shriners and Hillah Shriners.

ARTICLE 1

Name, Duration and Purpose

§1.1 Name. The name of this nonprofit unincorporated charitable association is the Shriners Hospital Oregon East-West All-Star Football Game Association.

§1.2 Duration. This association shall continue to exist at the pleasure of the Imperial Potentate, after receiving the advice of the potentates of Al Kader Shriners and Hillah Shriners, and for so long as permitted by the law of the land and Shrine law.

§1.3 Purpose. The promotion and staging of an annual football game, to be known as the Shriners Hospital Oregon East-West All-Star Football Game, and other associated events in the state of Oregon, as its board of directors may, from time to time determine, for the benefit of Shriners Hospitals For Children, which is exempt under §501(c)(3) of the Internal Revenue Code.

ARTICLE 2

General Provisions

§2.1 General Provisions.

(a) Governance. This association shall be governed by the laws of the state of Oregon, the articles of incorporation and bylaws of The Imperial Council, A.A.O.N.M.S., an Iowa corporation (herein “The Imperial Council”), the articles of incorporation and bylaws of Shriners Hospitals For Children, a Colorado corporation (herein “Shriners Hospitals For Children”), the bylaws of Al Kader Shriners the bylaws of Hillah Shriners, and these articles of association not inconsistent therewith.

(b) Potentates’ Authority. The potentates of Al Kader Shriners and Hillah Shriners, the authorizing potentates, shall, by their joint action, have the power to remove from office in the association any director, officer or Noble for disobedience of their orders or for violation of Shrine law with respect to the business of this association.

(c) Prohibited Activities. This association shall not have any capital stock and no person shall receive any profits from its operations by dividends or otherwise, and no substantial part of the

activities of the association shall be to carry on propaganda or otherwise attempt to influence legislation. Furthermore, no part of the association's assets may be used in any manner, and the association may not participate in any activity that would cause the association to cease to qualify as an exempt organization under §501(c)(3) or §501(c)(10) of the Internal Revenue Code.

(d) Personal Benefit. No part of the assets or funds of this association may inure to the benefit of individuals personally except in payment for services actually received or performed. This includes: transportation, hotel/motels, or meals unless preapproved by the Executive Board.

(e) Association Debts. The private property of the members of the Executive Board, board of directors, and committees of this association shall not be subject to the payment of association debts to any extent whatsoever.

(f) Revenues. All net revenues of this association are for the benefit of Shriners Hospitals For Children. The annual revenues, less ordinary and necessary expenses, from the football game and all other associated events (except for such start-up expenses for the next scheduled football game as determined to be reasonable by the Imperial Potentate) shall be distributed to Shriners Hospitals For Children. No portion of the revenues shall inure to the benefit of Al Kader Shriners or Hillah Shriners or their shrine clubs, units, Nobles, or any other entity or person.

(g) Indemnification. Neither the directors nor officers by reason of their holding office and discharging their usual and customary duties, nor the Nobles of the sponsoring temples, shall be personally liable for the debts, liabilities and obligations of this association, and the association shall indemnify and hold each of them harmless to the extent and manner allowed by the law of the land. The personal liability of a director or officer to this association for monetary damages for conduct in the regular course of business as a director or officer is eliminated to the fullest extent permitted by law. This association may indemnify an individual made a party to a proceeding because the individual is or was a director or officer against liability incurred in the proceeding, and may pay for or reimburse the reasonable expenses incurred by such a director or officer in advance of final disposition of the proceeding to the fullest extent permitted by law.

(h) Disposition of Assets. The sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, of the property and assets of the association, may only be upon such terms and conditions and for such consideration as shall first be authorized by a vote of Al Kader Shriners and Hillah Shriners at stated meetings of their temples, or at special meetings which set forth in the notice of the meetings the specific nature of the business to be transacted.

(i) Purchaser of Assets. No purchaser of any property of the association shall be required to see to the application of the purchase money received therefrom or to inquire into the validity, expediency or propriety of any such sale.

(j) Copies of Documents. Copies of these articles of association and its bylaws, and any amendments thereto, must be filed with the Imperial Recorder.

(k) Records. This association shall maintain its records in accordance with the Uniform Chart of Accounts prescribed by The Imperial Council.

(l) Audit. This association must have its financial statements audited or reviewed by a certified, chartered or licensed public accountant at the close of each fiscal year, as provided by the bylaws of The Imperial Council, and a copy of the accountant's report and accompanying financial statements must be filed with the Imperial Recorder.

(m) Dissolution. In the event of the termination of these articles of association, and the dissolution of this association, the assets and funds remaining, after payment of all debts of the association, shall be conveyed to Shriners Hospitals For Children.

ARTICLE 3

Members

§3.1 Members. This association shall have no members.

ARTICLE 4

Directors

§4.1 Number. This association shall have a board of directors consisting of two (2) from each of the participating Al Kader and Hillah Shrine clubs. The names of the proposed delegates shall be submitted by the respective Shrine clubs to the board of directors. Then, the board of directors shall submit the selected names to the potentate having jurisdiction over the respective Shrine clubs and, upon his approval, they are elected for a term of one year.

(a) Participation: Any Shrine Club under the jurisdiction of Al Kader Shriners or Hillah Shriners may, by majority vote of its members, join or resign from the Association.

(b) Shrine Club President. The president of each of the foregoing Shrine clubs (if he is not an appointed delegate) is an *ex officio* member of the board of directors and he shall receive all notices and may participate in discussions, but he may not vote.

(c) Past Chairman. A past chairman of this association (if he is not an appointed delegate) is an *emeritus* member of the board of directors and he shall receive all notices and may participate in discussions, but he may not vote.

(d) Vacancy. If a vacancy occurs because of ineligibility, death, or otherwise, the affected Shrine club shall submit the name of a Noble of its club to fill the remaining term created by the vacancy. The appointment of such Noble follows the procedure of all other appointees..

§4.2 Powers.

(a) Executive Board. The board of directors shall, at their October meeting, propose the names of (5) five of their members to serve as the Executive Board. These (5) five names shall be submitted to the potentates of Al Kader Shriners and Hillah Shriners and, upon their approval, they become members of the Executive Board. The potentates of Al Kader Shriners and Hillah Shriners are *ex officio* members of the board of directors and each of them shall receive all notices and may participate in discussions, and have the right to vote.

(b) Advisors. The board of directors serves in an advisory capacity to the Executive Board and may submit recommendations for the operation and management of the association to the Executive Board.

(c) **Policies and Procedures.** Policies and Procedures for the execution of these bylaws and the operation and management of the association shall be submitted to the board of directors for review, consideration and approval.

(d) **Budget.** The proposed annual budget is submitted to the board of directors for its review, consideration and approval.

(e) **Reviews.** The minutes, books and records of the Executive Board, and finances of the association, are to be reviewed by the board of directors at the October meeting, and more often if they desire. If the books, records and finances are in proper and legal order then they may ratify them. Otherwise, they are to issue a report to the potentates of Al Kader Shriners and Hillah Shriners with their recommendations.

(f) **Good Standing.** The officers shall be members in good standing in a participating club of Al Kader or Hillah Shriners. The delegates must be members in good standing in a participating club of Al Kader or Hillah Shriners.

(g) **Compensation.** The delegates shall perform their duties and responsibilities without compensation.

§4.3 Executive Board.

(a) **Powers.** The Executive Board has all the powers usually vested in the directors of a nonprofit charitable association without members, except as otherwise provided by the law of the land, Shrine law, the bylaws of Al Kader Shriners and Hillah Shriners, and these bylaws not inconsistent therewith.

(b) **Duties.** The Executive Board shall control and manage the business and affairs of this association, including the promotion and management of the Shriners Hospital Oregon East-West All-Star Football Game and other associated events.

(c) **Budget.** It shall prepare and complete the proposed annual budget of the association for the ensuing year and submit it to the board of directors for approval.

(c) **Term.** The members of the Executive Board serve for one year commencing on the first day of November. They are eligible for reappointment.

(d) **Compensation.** The members of the Executive Board shall perform their duties and responsibilities without compensation.

ARTICLE 5

Officers

§5.1 Designation. The officers of this association shall be Chairman, 1st Vice Chairman, 2nd Vice Chairman, Treasurer and Secretary.

§5.2 Election. The officers are elected by the Executive Board at its meeting in October of each year.

§5.3 Chairman. The Chairman is the chief executive officer of the association and he shall exercise general supervision over the association. He shall preside over all meetings of the Executive Board and the board of directors. He shall sign all instruments which require his signature and he shall perform all duties incidental to his office and shall have such other powers and duties as may, from time to time, be assigned to him by the Executive Board.

§5.4 1st Vice Chairman. If the chairman dies, or if a majority of the Executive Board determines that he is disabled, or if the chairman is unable to attend any meeting, the 1st vice chairman shall act in his stead. He shall perform such other duties as may be assigned to him by the Executive Board.

§5.5 2nd Vice President. If the chairman and 1st vice chairman die, or if a majority of the Executive Board determine that they are disabled, or if the chairman and 1st vice chairman are unable to attend any meeting, the 2nd vice chairman shall act in their stead. He shall perform such other duties as may be assigned to him by the Executive Board.

§5.6 Treasurer. The treasurer shall collect and receive all revenues of the association and promptly deposit them in the authorized depositories. He shall provide for the maintenance of adequate and complete records and books of account showing the details of all revenues received by him and the sources thereof, and account for the transfer of the same as required. He shall promptly pay all authorized expenses which are consistent with the adopted budget. He shall arrange for the keeping of all financial records, books of account and all budget control records of the association, unless otherwise provided by the Executive Board. All books, records and accounts shall be available at all reasonable times for inspection and review by the Executive Board and the board of directors. He shall present at the annual meeting of the board of directors an annual statement of financial condition of the association, showing its assets, revenues and sources thereof, its liabilities and its net worth; an annual operating statement and any other or supplementary report or statement necessary to disclose its true financial condition, the nature and current estimated value of its assets, its operating results, its revenues and the sources thereof, and its reserves and purposes thereof. He shall perform such other duties as may be assigned to him by the Executive Board.

§5.7 Secretary. The secretary shall review all accounts payable and, if authorized and consistent with the adopted operating budget, he shall submit them to the treasurer for payment. He shall have custody of the seal of the association and affix it to all appropriate documents and official communications. He shall keep all permanent records with respect to the business of the Executive Board and board of directors. He shall notify all Executive Board members and board of directors of the meetings of their boards. He shall attend all meetings of the Executive Board and board of directors and keep accurate minutes thereof. He shall perform such other duties as may be assigned to him by the Executive Board. The office of the secretary shall be the principal office of this association.

§5.8 Compensation. Officers shall perform their duties and responsibilities without compensation.

ARTICLE 6

Committees and Advisors

§6.1 Committees. The Executive Board may create such committees as may be required to discharge the requirements of this association and the requirements of preparing for, and conducting, the Shriners Hospital Oregon East-West All-Star Football Game and associated events.

§6.2 Advisors. The Executive Board may appoint advisors who are skilled and knowledgeable in the operation of athletic events, to assist them in the preparation for, and the conduct of, the Shriners Hospital Oregon East-West All-Star Football Game. Their duties, responsibilities and reporting requirements shall be as specified in the approved Association Policies and Procedures.

ARTICLE 7

Meetings, Notices And Quorum

§7.1 Meetings.

(a) Executive Board.

(1) Regular meeting. A regular meeting shall be held at least once every calendar quarter at a place and on a date selected at the previous meeting.

(2) Special meeting. A special meeting may be called by the chairman at any time, and shall be called when requested by 3 members of the Executive Board.

(b) Board of Directors.

(1) Regular meeting. It shall hold a regular meeting at least once every calendar quarter at a place and on a date selected at the previous meeting. The regular meeting in the final calendar quarter shall be held in the month of October. The regular meeting in the first calendar quarter shall be held in January and it is the annual meeting.

(2) Special meeting. A special meeting may be called by the chairman at any time, and shall be called when requested by 18 members of the board of directors.

§7.2 Notices.

(a) Regular Meeting. Notice of each regular meeting of the Executive Board and the board of directors, with a proposed agenda, is to be sent electronically or by regular mail at least (5) five days in advance to all members of the respective boards, and to such committee persons and advisors as determined by the respective boards from time to time.

(b) Special Meeting. Notice of each special meeting of the Executive Board and the board of directors is to be sent electronically or by regular mail at least (5) five days in advance to all members of the respective boards, and to such committee persons and advisors as determined by the respective boards from time to time. Notice of such meetings shall state the business to be transacted and no other business shall be transacted at such meetings without the unanimous consent of the respective entire board.

§7.3 Quorum. A quorum of the Executive Board consists of (3) three members thereof and a quorum of the board of directors consists of 18 members thereof.

ARTICLE 8

Rules of Order

§8.1 Parliamentary Procedure. Parliamentary procedure shall be governed by *Robert's Rules of Order*, unless otherwise provided by bylaws or resolution.

ARTICLE 9

Fiscal and Legal

§9.1 Fiscal Year. This association shall operate on a calendar year basis.

§9.2 Budget.

(a) **Requirement.** This association shall adopt an annual operating budget which must be prepared in accordance with the Uniform Chart of Accounts prescribed by The Imperial Council.

(b) **Preparation.** The Executive Board shall prepare and complete the proposed annual budget of the association for the ensuing year in time for submission to the board of directors at their October meeting at which the budget is to be approved.

(c) **Inspection.** The completed proposed budget must be made available to the sponsoring temples and the participating Shrine clubs for inspection before it is adopted.

(d) **Approval.** Upon approval of the proposed budget by the potentates of Al Kader Shriners and Hillah Shriners, the association is empowered to operate within that budget as prescribed by the association's Policies and Procedures.

(e) **Adoption.** The budget must be adopted by the board of directors at their October meeting.

(f) **Appropriation.** The adoption of the budget constitutes the appropriation of funds for the purposes indicated in the budget.

(g) **Amendment.** The budget may be amended at any meeting of the board of directors, if requested by the Executive Board

(h) **Imperial Recorder Filing.** A copy of the budget must be filed with the Imperial Recorder within 30 days after its adoption.

§9.3 Statement of Financial Condition. A statement of financial condition showing the financial condition of the association at the end of the most recent year, with comparative totals for the previous year, shall be made available to all members of the Executive Board and board of directors for inspection, and copies thereof shall be sent to the sponsoring temples and participating Shrine clubs.

§9.4 Incurring Obligations. No executive board member, director, officer, committeeman or individual shall contract for any expenditures without first securing the prior approval of the Executive Board, and then only after the proposed contract has been reviewed by a temple attorney and the written opinion and advice of the temple attorney has been given to the Executive Board. If the proposed contract or agreement is for more than one year, it must be executed by all temple officers of both temples who are scheduled to be temple potentates during any year that the contract is in effect. Such expenditures must also be consistent with the adopted operating budget.

§9.5 Checks and Payment of Expenses. Funds on deposit in the association's bank accounts may be withdrawn only by checks, upon the signature of two of the

officers of this association, one of whom must be the treasurer or secretary, in accordance with a resolution duly adopted by the Executive Board. All expenditures shall be reviewed by the Executive Board at their first meeting after payment.

§9.6 Bond A corporate fidelity bond shall be obtained at the expense of the association in a form and amount approved by the Executive Board, indemnifying the association against any losses resulting from infidelity, defalcation or misappropriation by Executive Board members, directors, officers, employees or individuals.

§9.7 Insurance. Comprehensive general liability insurance (including athletic participant and spectator liability coverage) with minimum liability limits of \$1 million per occurrence; medical and accident insurance, athletic event liability; and other appropriate insurance shall be obtained at the expense of the association, indemnifying the association, its Executive Board members, directors, officers, employees and agents against any claim and losses.

(a) Additional Insureds. The following shall be included as additional insureds with respect to the operations and activities covered under its policies: “The Imperial Council, A.A.O.N.M.S. for North America, an Iowa corporation; Shriners Hospitals For Children, a Colorado corporation, and all its affiliated corporations; and Al Kader Shriners and Hillah Shriners.”

(b) Insurance Consultation. The Executive Board may, in its discretion, consult with one or more of the Insurance Advisory Committees of the sponsoring temples for advice and recommendations concerning appropriate insurance coverages and limits, as well as the Director of Risk Management at Shriners International Headquarters.

§9.8 Chart of Accounts. The Executive Board shall consult with the Director of Temple Accounting at Shriners International Headquarters for advice and recommendations concerning the preparation of its financial records in accordance with the Uniform Chart of Accounts.

ARTICLE 10

Amendments

§10.1 Amendments. This association reserves the right to amend, alter, change or repeal provisions contained in these bylaws in the manner now or hereafter prescribed by statute, the bylaws of The Imperial Council, and these bylaws not inconsistent therewith.

§10.2 Approval. No amendment of these bylaws shall be valid unless first approved by the potentates of Al Kader Shriners and Hillah Shriners, the chairman of the Imperial Jurisprudence and Laws Committee, General Counsel and the Imperial Potentate.

§10.3 Procedure. Proposed amendments to these bylaws must be presented to the Executive Board by a member of the board of directors.

(a) Executive Board. The members of the Executive Board are to receive a copy of the proposed amendments with their notice of the meeting of the Executive Board. The Executive board must then approve the proposed amendments by simple majority vote of the Executive Board present and voting.

(b) Board of Directors. Thereafter, the members of the board of directors are to receive a copy of the proposed amendments, as accepted or modified by the Executive Board, with their notice of the meeting of the board of directors. The board of directors must then approve the proposed amendments by a vote of two-thirds of the board of directors present and voting.

(c) Temple Potentates. Thereafter, the potentates of Al Kader Shriners and Hillah Shriners must approve the proposed amendments, and send them to the Imperial Potentate for his consideration.

(d) Imperial Potentate. If approved by the Imperial Potentate, after receiving the advice of the chairman of the Jurisprudence and Laws Committee and General Counsel, the amendments are adopted and become effective.

§10.4 Inconsistencies. In the event of an inconsistency between these bylaws and the bylaws of The Imperial Council, the bylaws of The Imperial Council supersede these bylaws.

§10.5 Shrine Law Changes. When a change is made by The Imperial Council affecting Shrine law and the change affects the bylaws of this association, the bylaws of this association, unless prohibited by law, are thereupon changed to conform with those of The Imperial Council and appropriate action shall be taken by the association to evidence the same.

The foregoing bylaws were duly approved at a regular meeting of the board of directors on _____, 2_____.

Dated this _____ day of _____, 2_____.

Chairman

Attest: _____
Secretary

TEMPLE APPLICATION AND POTENTATES' CERTIFICATE

We hereby certify that:

We have granted our official authorization to the organization of this association and that the potentates of our temples will retain control over it.

We hereby approve the foregoing bylaws of this association and request the Imperial Potentate's approval thereof.

The sole purpose of the association is stated in its articles of association.

The articles of association and bylaws are consistent with the provisions of Shrine law.

The potentates of Al Kader Shriners and Hillah Shriners will assume responsibility for the operation of this association in accordance with Shrine law.

Dated this _____ day of _____, 2____.

Potentate of Al Kader Shriners

Attest: _____
Recorder of Al Kader Shriners

Potentate of Hillah Shriners

Attest: _____
Recorder of Hillah Shriners

Application For Approval

The application of Al Kader Shriners and Hillah Shriners for approval of the foregoing bylaws of the Shriners Hospital Oregon East-West All-Star Football Game Association was presented to the chairman of the Imperial Jurisprudence and Laws Committee, General Counsel and the Imperial Potentate for review and consideration.

Certification

We find the bylaws to be in proper and legal form and find that they do not conflict with the articles of incorporation or bylaws of The Imperial Council nor the articles of incorporation or bylaws of Shriners Hospitals For Children. Therefore, we recommend their approval by the Imperial Potentate.

W. Warren Upton – Chairman
Jurisprudence & Laws Committee

Theodore Corsones – General Counsel

Approval

It appearing that the bylaws are proper and appropriate for the association, and that they are in the best interest of the Order, I hereby grant my approval to the bylaws of the Shriners Hospital Oregon East-West All-Star Football Game Association and they are effective as of this date.

Dated this _____ day of _____, 2_____.

Bernard J. Lemieux, M.D.
Imperial Potentate

Attest: _____
Jack H. Jones – Imperial Recorder