

Organizing Documents of GSW Racing Corporation

EIN 38-3944396

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Vision

To be the best inline speed skating club in the United States

Mission

GSW Racing is an amateur sports organization intent on promoting a healthy and supportive environment for the development of skaters of all levels and ages by creating a climate that encourages participation of people from different cultures, backgrounds and abilities. The Club supplies instruction, discipline and the foundation for progress and development. GSW Racing also provides a diverse and goal oriented program with the purpose of sustained personal, local, regional, national and international success thus fostering national and/or international amateur sports competitions.

BYLAWS

ARTICLE I

Name, Office, and Duration

- 1) Name. The name of this corporation is GSW Racing
- 2) Location. The principle place of business and administrative office shall be located at 424 SE ROETHE RD UNIT 31, Portland, OR 97267
- 3) The Corporations Incorporators are Troy Chambers, Tyrone Neighbors and Debra Strojan.
- 4) Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purpose of the Corporation

- 1) Purpose. The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:
 - a. GSW Racing is an amateur sports organization intent on promoting a healthy and supportive environment for the development of skaters of all levels and ages by creating a climate that encourages participation of people from different cultures, backgrounds and abilities. The Club supplies instruction, discipline and the foundation for progress and development. GSW Racing also provides a diverse and goal oriented program with the purpose of sustained personal, local, regional, national and international success thus fostering national and/or international amateur sports competitions.
 - b. While this club specializes in teaching skaters new to the sport, it also focuses on encouraging individual leadership, responsibility & accountability. GSW Racing Club demands a high standard of ethical behavior from all members. With this it is our vision to create a safe, fun and competitive environment for all skaters and to be a catalyst for excellence in the Gresham community.

ARTICLE III

Corporation Information

- 1) GSW Racing belongs to a governing body called USA Roller Sports (USARS).USARS is the national governing body approved by the United States Olympic Committee (USOC) to oversee the development of competitive roller sports(speed, artistic, hockey & roller derby) within the United States. Both USARS and the USOC are working actively towards the inclusion of roller sports into the summer Olympic Games.

- 2) USARS is comprised of nine (9) regions that encompass the continental United States. We belong to the Northwest Pacific Region. The Northwest Pacific Region consists of teams in Washington, Oregon, Idaho, Utah, Alaska & Hawaii. Some of the cities represented within this region are Federal Way & Seattle Washington, Portland & Gresham Oregon & Coeur D Lane Idaho.
- 3) Every year the cities within each region meet in a qualifying indoor Regional meet. Qualifiers from each region meet in an indoor National Championship Meet. Past Venues have included Lincoln Nebraska, Pensacola Florida, New York, Fresno California & Albuquerque New Mexico.

ARTICLE IV

Membership and Dues

- 1) The Corporation shall have at least 1 member and no more than 25 members during any competitive racing season. It is at the sole discretion of a simple majority Board of Directors vote to increase or decrease this limit at any time during the year.
 - a. Each potential club member must complete a Membership Application form and submit it for approval to the Club President/Coach.
 - i. Potential members shall be given the GSW Club Guidelines and Membership Information Packet, containing a membership application, at no cost.
 - ii. Potential members can also download a copy of this packet from the club website at www.gswracingclub.wix.com/speed.
 - b. Membership to the club shall be voted on by the Board of Directors approximately 2-weeks after the applicant has submitted his/her request for membership. A simple majority vote by the Board of Directors shall be required to approve membership applications.
 - i. If the applicant has not attended, and participated in, at least 4 speed club practices during the 2-week trial period, the application shall be considered denied.
 - ii. It will be at the sole discretion of the Board of Directors by simple majority vote to bypass any standing membership requirements based on special circumstances.
- 2) Members will be charged \$30 in monthly dues, each month of the competitive racing season (Oct-July) to be paid to the club (GSW Racing) no later than the 15th of the month.
 - a. Payments received after the 15th of the month will incur a \$5 late payment fee. Once paid, dues and fees are non-refundable.
 - b. Family discounts are available for registering 3 or more skaters under age 18yrs. Families shall discuss this discount with the Club Treasurer at the time of registration.

- 3) The club shall require a \$5 Drop-In fee for any Guest Skater.
 - a. A skater shall be considered a 'guest' when he/she does not attend regular skate practices during the week and does not pay monthly membership dues. Any skater regularly attending practice a minimum of 2x during a week shall not be considered a 'guest' and is expected to pay standard monthly membership dues.
- 4) All dues must be current for a skater to be eligible to complete the yearly Regional Meet. NO EXCEPTIONS.
- 5) A member shall be considered 'in good standing' if all dues are paid in full and regularly on-time during a competitive racing season.
 - i. Members owing more than 3-months back dues shall be put on notice for membership termination.
 1. A simple majority vote by the Board of Directors shall be required to terminate memberships.
 - ii. It will be at the sole discretion of the Board of Directors, by simple majority vote, to modify membership dues requirements based on special circumstances.

ARTICLE V

General Club Description

- 1)
- 2) GSW Racing will have Two (2) Stages of development:
 - a. Junior Club Level
 - b. Senior Club Level
- 3) Advancement through each level will be dependent on the coach's recommendations:
 - a. Completion of the Jr. Club will qualify skaters to the Senior Club.
 - b. The coach has the option of sending a skater down a level at their decision.
- 4) The Club will offer three practice sessions per week: Tuesdays from 8-9:30 pm, Thursdays 7–9pm and Saturdays 10:30pm – 12am. The Club President can adjust these days and times, as needed, at his sole discretion. Changes shall be communicated to all club members as early as possible, by the Club President.
- 5) At the Junior Club level skaters are expected to attend Tuesday and Thursday practice sessions.
- 6) Senior Club skaters are expected to attend all three practices during the week. Senior Club
- 7) Skaters may be invited to skate the Senior Club level at the sole discretion of the Club President/Coach's recommendation.
- 8) The indoor competitive racing season for GSW Racing begins October of each calendar year and ends the following July.

- 9) EACH SKATER IS RESPONSIBLE FOR THE PURCHASE OF THEIR OWN COMPETITIVE CARD from USARS. The application can be downloaded from the team website at www.gswracingclub.wix.com/speed.
- 10) Each Skater shall refer to the Club Guidelines and Membership packet for further information including but not limited to:
 - a. Rules and Regulations
 - b. Practice, Practice Preparation and Practice Behavior
 - c. Current Racing Season and Future Team Goals
 - d. Meet Participation and Meet Behavior
 - e. Travel Behavior
 - f. Fundraising and Fund Assignments
 - g. Tips for Skater Parents

ARTICLE VI

Board of Directors

- 1) The Corporation shall at all times have 3 designated Board of Directors: President, Chief Operations Officer (COO) and Chief Financial Officer (CFO). The CFO can also be referred to as the club treasurer. A board member shall serve as Secretary at each board meeting.
 - a. Meeting Minutes shall be signed at the end of each meeting.
 - b. Ideally, a monthly board meeting will be held on the 1st Tuesday of each month during the racing season. Additional meetings can be requested at any time by any board member.
- 2) To serve as a Board Member, an individual shall have prior experience serving on a not for profit board, general business or entrepreneurial experience, and shall have a desire to pay it forward with what they have, know, or have access to. In addition, each prospective member shall have at least three (3) years experience in working with children and youth.
 - a. It is at the sole discretion of the Corporation to have background checks established for existing and potential club members and board members.
- 3) Directors may meet each year for the purpose of organization, financial & tax organization and transactions of other business. The time and location of such meeting shall be noticed in writing or phone call.
- 4) Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors. Each person so elected shall serve until the next annual meeting. The incorporating Board of Directors shall serve indefinite terms unless otherwise agreed to.
- 5) Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.
- 6) Club Incorporators and Board Members shall receive no employment compensation for their service.

ARTICLE VII

Officers

1) Duties of Offices.

- a. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.
- b. Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, by the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.
- c. Treasurer: The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render necessary reports and accountings to the Directors as well as the State and IRS. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.
 - i. Expenditures over \$100 will be approved through a simple majority vote by the board of directors. This vote can be informal via e-mail, phone, and text or in person.
- d. Operations Officer: The Operations Officer will have charge and custody of all club equipment of this Corporation, and will be in charge of maintaining said equipment as required for the club as proposed by the Board of Directors. The Operations Officer will keep and maintain adequate and correct accounts of the Corporation's equipment and render suggestions for new equipment as well as requests of maintenance on existing club equipment. The Operations Officer will perform all duties incident to the office of Operations Officer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.
 - i. An annual inventory of club equipment will be taken by direction of the Operations Officer and submitted to the board of directors annually.

ARTICLE VIII

Restrictions on Actions

- 1) All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to

its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

- 2) Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.
- 3) No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE VIII

Funds, Fund Assignments, Contracts, Checks, Gifts and Deposits

- 1) Funds: All monies collected by GSW Racing shall be used for club expenses only. These may include but are not limited to:
 - a. Purchase of training Equipment & Repairing equipment gear
 - b. General Club Travel Costs
 - c. Regional plaque sponsor & End of year awards banquet
 - d. Medical supplies & Promotional cost
 - e. Display appliances
- 2) Fund Assignments: Special money assignments are designed to benefit team members who: A) Qualify for the national meet and/or B) place in the top four overall individually, or in a relay, at an indoor national meet in either the standard or novice division.
 - a. Qualifying members will:
 - i. Be eligible for travel funds to cover airfare, as available.
 - ii. Have an 8" x 10" individual photo & frame for SILVER AND BRONZE PLACEMENTS to be displayed on the skating rink wall.
 - iii. Have a 16" x 20" individual photo & frame for a GOLD MEDAL PLACEMENT to be displayed on the skating rink wall.
 - b. Other fund assignments to team members in good standing will be at the sole discretion of the Board of Directors and be approved for distributed by a simple majority vote.
- 3) Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

- 4) Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by either the President or Club Treasurer.
- 5) Deposits. All funds of the Corporation shall be deposited in a timely manner to the Club Bank Account held at Unitus Community Credit Union.
 - a. Expenditures over \$100 will be approved through a simple majority vote by the board of directors. This vote can be informal via e-mail, phone, and text or in person and may be taken with two or more board members.
- 6) Gifts. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation, within reason.
- 7) Loans. No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by simple majority vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE X

Dissolution

- 1) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE XI

Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity, age, sexual orientation or national origin.

ARTICLE XII

Adoption and Amending of Bylaws

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by simple majority vote.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all directors on January 6, 2015

Articles of Incorporation

Corporation Division: www.filinginoregon.com

E-FILED: November 19, 2014

REGISTRY NUMBER: 106342199

TYPE: DOMESTIC NONPROFIT CORPORATION

ENTITY NAME: GSW RACING

INCORPORATORS:

DEBRA M STROJAN

1790 SW LILLYBEN AVE

GRESHAM OR 97080 USA

TYRONE NEIGHBORS

404 SW RIVERVIEW AVE

GRESHAM OR 97080 USA

TROY A CHAMBERS

4424 SE ROETHE RD UNIT 31

PORTLAND OR 97267 USA

TYPE OF NONPROFIT CORPORATION: Mutual Benefit

MEMBERS? Yes

DISTRIBUTION OF ASSETS: See IRS Article 7 - PUBLIC BENEFIT 501(c)(3) INFORMATION

OPTIONAL PROVISIONS: The corporation elects to indemnify its directors, officers, employees, agents for liability and related expenses under ORS 65.387 to 65.414.