

Cascade Underground Pinball Society Nonprofit Bylaws

Article I. Purpose

1.1 General

The purposes for which Cascade Underground Pinball Society is organized are:

1.1.1 Primary Purpose

Cascade Underground Pinball Society shall be organized and operated exclusively for the preservation and promotion of the history, culture, and educational value of pinball. Subject to the limitations stated in the Articles of Incorporation, the purposes of Cascade Underground Pinball Society shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The nonprofit corporation is organized for the following purposes:

1. Community engagement: To create opportunities for increased connection through events and tournaments, building a community in celebration of pinball.
2. Access: To create an inclusive and supportive space for the public to play and learn more about pinball.
3. Education: To foster knowledge and appreciation of pinball as a cultural, artistic, and technological phenomenon. This includes opportunities to learn about the history, mechanical design, restoration and repair, and competitive play of pinball machines.

1.2 Powers

Cascade Underground Pinball Society shall have all of the powers, duties, authorizations, and responsibilities as provided in the Oregon Non-Profit Corporation Act; provided, however, that Cascade Underground Pinball Society shall neither have nor exercise, directly or indirectly, any activity that would invalidate its tax-exempt status under Section 501(c)(3) of the Code.

Article II – Offices

2.1 Principal Office

The principal office of Cascade Underground Pinball Society shall be located at:
655 W 24TH PL, EUGENE, OR 97405.

2.2 Other Offices

Cascade Underground Pinball Society may have such other offices as the Board of Directors determine or as the affairs of Cascade Underground Pinball Society may require from time to time.

Article III – Board of Directors

3.1 General Powers

The affairs of Cascade Underground Pinball Society shall be managed by its Board of Directors (“the Board”). The Board shall have supervision, control, and direction of the management, affairs, and property of the corporation; shall determine its policies or changes therein; and shall actively pursue its purposes and supervise the disbursement of its funds.

3.2 Number and Tenure

The Board shall consist of no fewer than four (4) and no more than nine (9) members. Each Director shall serve a minimum term of one year and may be re-elected.

3.3 Qualifications

Directors must be individuals committed to the purposes of Cascade Underground Pinball Society and willing to devote the necessary time and effort to carry out their duties.

3.4 Meetings

The Board shall meet quarterly. Additional meetings may be called by the President or upon request of a majority of the Directors.

3.5 Quorum and Voting

A majority of the Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

3.6 Board member attendance

An elected Board member who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the Board President their commitment to Cascade Underground Pinball Society. The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the President to have resigned from the Board.

Article IV – Officers, Directors, Staff, and Volunteers

4.1 Officers

The Officers of Cascade Underground Pinball Society shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may deem necessary.

4.2 Election and Term of Office

The Officers and Directors shall be elected annually by the affirmative vote of a two-thirds majority of all of the members of the Board. Positions are renewable. Terms shall be staggered whenever possible.

4.3 Removal

Any Officer or Director may be removed by the affirmative vote of a two-thirds majority of all of the members of the Board whenever, in its judgment, the best interests of the corporation will be served.

4.4 Vacancies

Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.5 Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

4.6 Duties of Officers

The Officers shall perform the duties prescribed by these Bylaws and by the authority of the Board.

4.6.1 President

The President shall preside at meetings and have the power to call meetings. The President shall be responsible for the leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of Cascade Underground Pinball Society. The President may sign contracts and other instruments on the organization's behalf.

4.6.2 Vice President

The Vice President shall have all powers and duties of the President during the President's absence, disability, or disqualification, or during any vacancy in the position of President, and such other powers or duties assigned by the President, the Board, or the Bylaws.

4.6.3 Secretary

The Secretary shall (a) cause the minutes of all Board meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of Cascade Underground Pinball Society's Officers and Directors as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the President, or these Bylaws.

4.6.4 Treasurer

The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records and financial

condition of Cascade Underground Pinball Society from time to time and at least quarterly. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause financial statements to be prepared annually, and an independent review or audit may be conducted at the discretion of the Board.

4.7 Executive Director and Staff

The Board may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Executive Director reports directly to the board. The Board shall evaluate the performance of the Executive Director on an annual basis. Unless the Board determines otherwise, the Executive Director will have the power, subject to the approval of the Board, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall receive notice of all meetings of the Board and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Executive Director present.

4.8 Volunteers

The Cascade Underground Pinball Society may engage volunteers to assist with programs, events, operations, and outreach in support of its mission. Volunteers shall work under the supervision of staff, Officers, or designated Directors, and shall follow the policies and procedures of the Cascade Underground Pinball Society. Volunteers shall not receive monetary compensation for their services. However, the Board of Directors may authorize if a volunteer may receive membership privileges or other non-monetary benefits in recognition of their service. Volunteers are expected to uphold the values of the Cascade Underground Pinball Society, maintain professionalism, and comply with applicable laws and organizational policies. The Cascade Underground Pinball Society reserves the right to dismiss volunteers whose conduct is inconsistent with the mission or policies of the organization, or at the discretion of the board.

Article V. Members

5.1 Membership

The corporation shall have no members with voting rights. All authority rests with the Board.

5.2 Non-voting Members

The Board may establish non-voting membership or supporter programs for fundraising, recognition, or community engagement.

Article VI – Committees

6.1 Committees

The Board may create standing or ad hoc committees as needed by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. Committees must be composed of at least one Director and any number of non-directors. Such committees shall have no authority to act on behalf of the corporation but may make recommendations to the Board.

6.2 Standing Committees

The Board shall maintain the following standing committees: Community Outreach Committee, Technology Committee and Finance Committee.

6.2.1 Community Outreach Committee

This committee shall create and manage events and community engagement opportunities, such as tournaments and educational activities. It shall also develop strategies to reach new audiences and collaborate with other local organizations to fulfill the organization's mission. Other duties as assigned by the board.

6.2.2 Technology Committee

This committee shall manage the technology infrastructure that supports the organization's mission. The committee shall oversee reliable IT infrastructure set up and maintenance for members and guests, ensuring reliable internet access for events. It will also explore new ways to use technology, such as streaming platforms, to share pinball events and educational content with a wider audience. Other duties as assigned by the board.

6.2.3 Finance Committee

This committee shall be responsible for helping the board with the organization's financial matters, including fundraising and managing membership dues. The committee shall create and implement fundraising strategies to support the organization's programs. It shall oversee the collection of any non-voting membership or supporter program dues. Other duties as assigned by the board.

Article VII – Fiscal Matters

7.1 Fiscal Year

The fiscal year of Cascade Underground Pinball Collective shall begin on January 1 and end on December 31 of each year.

7.2 Contracts

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or may be confined to specific instances.

7.3 Checks, Drafts, and Other Instruments

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, agent or agents of the corporation as shall from time to time be determined by resolution of the Board.

7.4 Gifts

The Board may accept or decline on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Article VIII – Miscellaneous Provisions

8.1 Compensation of Officers and Directors

No Officer or Director will receive any compensation for fulfilling the responsibilities of a member of the Board or of an Officer as defined in these bylaws. However, the corporation may pay compensation to Officers and Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Directors and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

8.2 Conflict of Interest

A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an Officer or Director or to a member of a Director's or Officer's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) conflict-of-interest transactions must be approved by a two-thirds majority vote of the full Board of Directors; they cannot be approved by the President, Executive Director or other staff. 2) Directors and Officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter, and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the Board of Directors must analyze the transaction and provide sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a two-thirds majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no fewer than three disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest that will be retained by the board, and update it if that disclosure needs to be changed.

8.3 Indemnification

To the fullest extent permitted by Oregon law, the Cascade Underground Pinball Society shall indemnify and hold harmless its Directors, Officers, employees, and volunteers from and against any and all claims, liabilities, and expenses arising out of their service to the Cascade Underground Pinball Society, except in cases of gross negligence or willful misconduct.

Article IX – Amendments

9.1 Articles of Incorporation and Bylaws

These bylaws may be amended by by the affirmative vote of a two-thirds majority of all of the members of the Board of Directors, provided that written notice of the proposed amendment is given at least seven days in advance of the meeting.

Article X – Dissolution

10.1 Dissolution

Upon dissolution, assets shall be distributed for one or more exempt purposes under Section 501(c)(3) of the Internal Revenue Code, or to a state or local government, for a public purpose. No assets shall be returned to donors, Directors, or members.

These Bylaws were:

Adopted:

Updated: