

~~SECOND~~ **THIRD** AMENDED & RESTATED

BYLAWS

OF

UNITED PDX SOCCER CLUB

(An Oregon Non-Profit Public Benefit Corporation)

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~~SECOND~~ **THIRD AMENDED & RESTATED BYLAWS**

OF

UNITED PDX SOCCER CLUB

(An Oregon Non-Profit Public Benefit Corporation)

RECITALS

WHEREAS, effective as of May 1, 2018, Northeast United Soccer Club, an Oregon non-profit corporation merged with BSC Portland, an Oregon non-profit corporation (“**Merger**”). Following the Merger, the surviving, combined entity changed its name to UNITED PDX SOCCER CLUB, an Oregon non-profit corporation (referred to herein as “**UNITED PDX**” or the “**corporation**”);

WHEREAS, the Bylaws of UNITED PDX are hereby amended to reflect the changed name of the entity and to require certain notice be given to the president prior to the annual meeting of UNITED PDX;

WHEREAS, the Oregon Youth Soccer Association (“**OYSA**”) is the current governing body for youth soccer in Oregon; and the United States Soccer Federation (“**USSF**”) is the current national governing body for soccer in the United States of America; and

WHEREAS, OYSA and USSF require that certain Bylaw amendments (“**USSF Amendments**”) be adopted by all member clubs and UNITED PDX hereby adopts the USSF Amendments as set forth on Exhibit A, attached hereto and incorporated herein.

1.

OFFICES

Business Office. The principal office of the corporation shall be located at any place within the state of Oregon as designated in the corporation's most current Annual Report filed with the Oregon Secretary of State. The corporation may have such other offices, either within or without the state of Oregon, as the Board of Directors of this corporation (the “**Board**”) may designate or as the business of the corporation may require from time to time.

Registered Office. The registered office of the corporation, required by ORS 65.047, shall be located within Oregon and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time.

2.

PURPOSES

General Purpose. The corporate purposes are as set forth in the Articles of Incorporation (i.e., charitable and educational purposes, including, for such purposes, making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3)). The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”).

Primary Purposes. The specific purposes of the corporation are to teach and foster love for the game of soccer; and to promote health, fitness and sportsmanship among players served by the corporation; to provide governance of the organization; and to promote all aspects of the game of soccer in ~~East Portland~~ **OREGON**.

3.

BOARD

General Powers. All corporate powers shall be exercised by, or under the authority of, the Board and the business and affairs of the corporation shall be managed under the direction of the Board.

Number and Tenure of Directors. The authorized number of directors of this corporation (the “**Directors**” or individually “**Director**”) shall be not less than three (3) nor more than fifteen (15); and the number of Directors may vary between the maximum and minimum authorized numbers. The number of Directors shall be set by the Directors at a regular meeting or at a special meeting called for the purpose of setting the number of Directors and/or electing Directors. The term of office for Directors shall be two (2) years. An attempt shall be made to stagger the Directors’ terms of office so that approximately one-half of the Director’s terms expire each year. A Director may be reelected without limitation on the number of terms a Director may serve.

Election of Directors. The Directors shall be elected by the Voting Members at the Members’ annual meeting, or any special meeting called for such purpose.

Regular Meetings of the Board. Regular meetings of the Board shall be held at the time and place to be determined by the Board. No other notice of the date, time, place, or purpose of these meetings is required.

Special Meetings of the Board. Special meetings of the Board may be called by or at the request of the president or any one Director. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director as provided in Section 3.6 below.

Notice of, and Waiver of Notice for, Special Directors' Meetings. Notice of any special Directors' meeting shall be given at least two days before the meeting. Notice may be communicated in person, by telephone, email, facsimile or other form of wire or wireless communication, or by mail or personal delivery to a Director's last known address.

(a) Oral notice is effective when communicated;

(b) Except as provided in subsection (3) of this section, personal written notice is effective at the earliest of the following:

(1) When received;

(2) Two (2) days after being placed in the United States mail correctly addressed and with first class postage affixed;

(3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or

(4) Upon a successful transmission by email or facsimile with no error message received by the sender.

(c) Any Director may at any time waive notice of any meeting. Except as provided in the next sentence, the waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business and at the beginning of the meeting or promptly upon the Director's arrival objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Directors' Quorum. A majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board, unless the Articles of Incorporation or these Bylaws require a greater number.

Directors, Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board. Where the law requires a majority vote of the Directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Unless the Articles of Incorporation provide otherwise, any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

A Director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless:

- (d) The Director objects at the beginning of the meeting or promptly upon the Director's arrival to holding it or transacting business at the meeting;
- (e) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (f) The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Directors' Action Without a Meeting. Any action required or permitted by law to be taken by the Board at a meeting may be taken without a meeting if all the Directors take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the corporation. Action taken by consent is effective when the last Director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be so described in any document. A consent or other resolution of the Directors may be executed by affixing an electronic signature by DocuSign or the equivalent electronic signature and digital transaction management service. Electronic delivery of the consent or other resolution of the Directors by email, including without limitation the delivery of .PDF, .JPG or the equivalent, shall be legally sufficient to bind the party the same as delivery of an original.

Removal of Directors. Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office.

Board Vacancies. Vacancies on the Board and newly created Board positions may be filled by a majority vote of the Directors then on the Board until the next annual or special meeting of the Members is held for the purpose of electing Directors.

Directors' Compensation. Directors, as such, shall not receive any stated salary or other compensation for their services, but, by resolution of the Board, any Director may be paid expenses, if any, incurred by the Director for the benefit of the corporation. No Director is precluded from serving the corporation in any other capacity and receiving compensation

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therefore, unless prohibited by law or unless such compensation would jeopardize the corporation's status as an exempt organization under the provisions of Code Section 501(c)(3).

4.

OFFICERS

Number of Officers. The officers of the corporation shall be a president, vice president, secretary, and treasurer, each of whom shall be appointed by the Board. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board. If specifically authorized by the Board, an officer may appoint one or more officers or assistant officers. The same individual may simultaneously hold more than one office in the corporation.

Appointment and Term of Office. The officers of the corporation shall be appointed by the Board for a term of two (2) years. An officer may be reappointed without limitation on the number of terms the officer may serve. The designation of a specified term grants to the officer no contract rights, and the Board can remove the officer at any time prior to the termination of such term.

Removal of Officers/Vacancies. Any officer or agent may be removed by the Board at any time, with or without cause. A vacancy of the office of president or secretary shall be filled not later than the first regular meeting of the Board following the vacancy.

President. The president shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. The president shall preside over all meetings of the Board and shall serve as chairperson of the corporation. The president may sign, with the secretary or any other proper officer of the corporation authorized by the Board, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

Vice President. The vice president shall assume the duties of the president in his/her absence and otherwise assists the president as required. The vice president shall assume other duties as prescribed by the Board.

Secretary. The Secretary shall:

(a) Keep the minutes of the proceedings of the Board in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

- (c) Be custodian of the corporate records;
 - (d) When requested or required, authenticate any records of the corporation;
- and
- (e) In general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board.

Treasurer. The treasurer shall have charge and custody of and be responsible for all fiscal activities of the corporation and shall report on all fiscal affairs. The treasurer shall perform, or cause to be performed:

- (f) Keeping of full an accurate accounts of all financial records of UNITED PDX;
- (g) Receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board;
- (h) Disburse all funds in accordance with authorized procedures;
- (i) Prepare and present financial reports regarding the condition of the corporation to the Board and to the Members at the annual meeting;
- (j) Prepare and submit any and all filings required to meet government (local, state, federal) laws and regulations, including those related to the corporation's tax exempt status; and
- (k) In general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the Board.
- (l) The treasurer shall maintain all checking, savings and payment accounts as directed by the Board. Signing authority is vested in the treasurer and president and those other officers or employees of the corporation as authorized by the treasurer and president. Dual statements for all accounts are to be sent to both the treasurer and president to allow for oversight. If required by the Board, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the Board shall determine.

If no treasurer is appointed, the duties of treasurer shall be fulfilled by the president, secretary, or any duly appointed vice-president of the corporation.

Other Offices. The Board may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board.

5.

MEMBERSHIP

Membership. This corporation shall have members. A person shall become a Member of the corporation by qualifying for one or more class of membership, provided, however, that such person shall only be entitled to vote if the Member qualifies as a Voting Member under Section 5.3.

Class of Membership. **NEU UNITED PDX** shall have four different classes of membership, Player Members, Parent Members, Director Members and Community Members (together referred to as “**Members**”). All classes of membership will be included on the Members list; receive members-only communications; and are eligible to be Voting Members if the requirements of Section 5.3 below are satisfied.

(a) **Player Members.** Player Members are those individuals who pay any necessary fees as established by the Board from time to time and who register for an **NEU UNITED PDX** program as a player. Player Members are only entitled to vote in accordance with Section 5.3 below, if they qualify as a Voting Member.

(b) **Parent Members.** A Parent Member is any parent or legal guardian of a Player Member who has not yet attained the age of majority. Parent Members are entitled to vote in accordance with Section 5.3 below, if they qualify as a Voting Member.

(c) **Director Members.** Director Members are any Director of the corporation who does not qualify for another category of membership. A Director Member is only entitled to vote in accordance with Section 5.3 below, if they qualify as a Voting Member.

(d) **Community Members.** Community Members are Members not meeting another category of membership, but who have paid the required membership fee as established by the Board from time to time. A Community Member is only entitled to vote in accordance with Section 5.3 below, if they qualify as a Voting Member.

Voting Members. The following Members shall qualify as Voting Members:

(e) Player Members who have reached the age of majority (*i.e.*, 18 years of age or older).

(f) A Parent Member; provided, however, that only one Parent Member per household with Player Members who are not Voting Members (*i.e.*, Player Members who are minors) is entitled to a vote. If there are multiple Parent Members in a household, the Parent Member with primary child custody of the Player Member shall be the Voting Member, unless otherwise agreed by the other Parent Members of the household. Notwithstanding the foregoing, nothing prohibits multiple members of the same household from including both a Parent Member and a Community Member.

(g) A Director Member who is not also a Parent Member who is entitled to Voting Member status.

(h) A Community Member who is of the age of majority.

Member Voting Rights. The Voting Members' are only entitled to vote on the election of Directors and on the amendment or restatement of these Bylaws. Amendment or restatement of the Bylaws requires a 2/3 vote of the Voting Members present at the annual meeting of the Members; and election of a Director shall be pursuant to Section 6.6. Any Voting Member proposing an amendment or restatement of the Bylaws or nominating a Director or Directors must present the proposed Bylaw amendment or Director nomination(s) to the president of the corporation not later than fifteen (15) days prior to the annual meeting of the Members.

Membership Fee. The necessary fee for an individual to become a Player Member depends on the program offerings of **NEU UNITED PDX** and will be set by the Board at their annual meeting or special meeting called for such purpose. The Board is authorized to establish other fees for Members of all categories and for the organization's activities.

6.

MEMBER MEETINGS

Location of Meetings. Meetings of the Members shall be held at the office of the corporation or at such other place as shall be determined by the Board.

Date of Annual Meeting. An annual meeting of the Members shall be held on the date which shall be selected by the Board for each fiscal year of the corporation, at such time as the president shall designate, for the purpose of electing directors or amending the Bylaws. If the day fixed for the annual meeting shall be a legal holiday in the state in which the meeting is taking place, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated by the president for any annual meeting of the Members, or any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be.

Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board, and shall be called by the president at the request of not less than twenty percent (20%) of the Voting Members of the corporation entitled to vote at the meeting.

Notice of Meetings. Written or printed notice, including email or other electronic notice or notice posted on the UNITED PDX website stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 60 days before the date of the meeting, by or at the direction of the officer or person calling the meeting, to each Member at the Member's email or physical address as it appears on the corporation's records.

Quorum. The Voting Members present shall constitute a quorum at all Members' meetings for the transaction of business.

Majority Vote. When there is a quorum of Voting Members at any meeting, the vote of a majority of the Voting Members represented shall decide any question brought before the meeting, unless the laws of the state of Oregon, the Articles or these Bylaws impose a different requirement.

Number of Votes; No Proxies.

(a) Each Voting Member shall be entitled to one vote on each matter upon which Voting Members are entitled to a vote at a meeting of the Members.

(b) No proxy voting is permitted.

(c) A Voting Member may vote in person.

(d) If otherwise permitted by law, a Voting Member may vote by a written ballot, if the Board elects to use written ballot and provides appropriate notice and information to the Voting Members in accordance with ORS 65.222 or any successor provision.

7.

COMMITTEES

Executive Committee. The president, vice president, secretary and treasurer shall constitute the executive committee. The executive committee shall have the power to make ongoing decisions between board meetings and shall have the power to make financial and budgetary decisions.

Other Committees. The Board may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board or may be advisory committees. Members may participate on committees

Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board shall be composed of three (3) or more Directors, elected by the Board by a majority vote of the all Directors in office at that time.

Quorum and Actions. A quorum at a committee meeting exercising Board functions shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the board or on any of its committees; or may adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Board.

8.

PROGRAM OPERATION RULES

Nondiscrimination Policy. UNITED PDX will not discriminate against any individual on the basis of race, color, religion, age, sex, sexual orientation, national origin or any other factor prohibited by law.

Colors. The representative colors of UNITED PDX shall be determined by policy set by the Board.

Boundaries. UNITED PDX's service boundaries shall be determined by policy set by the Board.

Affiliations and Memberships with other Organizations. The purpose of affiliation with or membership in other organizations shall be to advance the mission and purpose of the corporation. All affiliations are limited to the extent permissible under applicable law. Such
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affiliations and memberships shall be established by an UNITED PDX club policy approve by a two-thirds vote of the Board. Ending affiliation with or membership in another organization shall require a two-thirds vote of the Board.

9.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Indemnification of Directors. This corporation will indemnify its officers and Directors to the fullest extent allowed by Oregon law.

Standard of Conduct. The individual shall demonstrate that:

- (a) The individual conducted himself or herself in good faith; and
- (b) The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and
- (c) In the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.

Advance for Expenses of Directors. Unless otherwise provided in the Articles of Incorporation, the corporation may pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding, if:

- (d) The Director furnishes the corporation a written affirmation of the Director's good faith belief that the Director has met the standard of conduct described in Section 7.1;
- (e) The Director furnishes the corporation a written undertaking, executed personally or on the Director's behalf, to repay the advance if it is ultimately determined that the Director did not meet the standard of conduct; and

Indemnification of Officers, Agents, and Employees Who Are Not Directors. Unless otherwise provided in the Articles of Incorporation, the Board may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a Director of the corporation, to any extent consistent with public policy, as determined by the general or specific action of the Board.

10.

ADDITIONAL OPERATIONAL RULES.

Operation in General. The corporation is organized exclusively for charitable, education, and scientific purposes, including, for such purposes, making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3) or corresponding sections of any

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future federal tax code, or for distribution to any entity, the distribution to which would further the corporation's exempt purpose and not jeopardize its exempt status.

No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation or Bylaws.

Prohibition on Lobbying and Engaging in Political Campaigns. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3) or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or corresponding section of any future federal tax code.

Dissolution. Upon dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a corporation exempt from federal income tax under Code Section 501(c)(3) or the corresponding section of any future federal tax code selected by a Majority vote of the Board.

11.

AMENDMENTS

Amendments. These Bylaws may be amended or repealed, and new Bylaws adopted, by a two-thirds majority vote of the Voting Members present at a properly called meeting at which quorum is present. A proposed amendment or restatement of the Bylaws must be presented to the president of the corporation and to the Members not later than fifteen (15) days prior to the annual meeting of the Members.

12.

USSF AMENDMENTS

12.1. **OYSA & USSF AMENDMENTS.** The USSF Amendments set forth on Exhibit A are incorporated into these Bylaws as if fully set forth herein. In the event that the USSF Amendments are no longer required to be a part of these Bylaws, then the USSF Amendments shall be automatically, and without any required action or vote by the Members, be deleted from these Bylaws and shall be null and void and of no further force or effect.

ADOPTED this _____ day of _____, _____.

Signature: _____

Name: Ken McGair

Title: Secretary

EXHIBIT A

USSF AMENDMENTS

to the

~~SECOND-THIRD~~ AMENDED & RESTATED BYLAWS

of

UNITED PDX SOCCER CLUB

The following USSF Amendments are incorporated into the ~~Second-Third~~ Amended & Restated Bylaws of UNITED PDX pursuant to Article 12. In the event that the USSF Amendments are no longer required to be a part of these Bylaws, then the USSF Amendments shall be automatically, and without any required action or vote by the Members, be deleted from these Bylaws and shall be null and void and of no further force or effect.

Bylaw 102, Section 2

UNITED PDX will comply with all applicable state and federal laws governing non-discrimination and will be open to participation by any individual, without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

Bylaw 106, Section 1(B)(1) and (2)

(1) To the extent permissible under applicable law, the USSF articles of incorporation, bylaws, its binding rules and policies, including interplay, take precedence over and supersede the governing documents and decisions of UNITED PDX and members of UNITED PDX, and UNITED PDX and its member organizations shall abide by the USSF articles of incorporation, its bylaws, and its approved binding rules and policies.

(2) To the extent permitted by governing law, UNITED PDX will respect and enforce the statutes, regulations, directives, and decisions of FIFA and CONCACAF.

Bylaw 108

UNITED PDX does not tolerate any form of physical or sexual abuse.

Bylaw 701, Section 4

UNITED PDX will recognize, and enforce, the disciplinary actions of USSF and other organizational members of the Federation that have been included in a Disciplinary Action Report.

Bylaw 704, Sections 1 and 2

Section 1 No member or participant of UNITED PDX, be it an official, league, member club, team, player, coach, administrator, or referee may invoke the aid of the courts in the United States or of a state without first exhausting all available remedies within UNITED PDX and organizations of which UNITED PDX is a member.

Section 2 For violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to UNITED PDX for all expenses incurred by UNITED PDX and its officers and members of the Board of Directors in defending each court action, including the following:

- (A) Court costs;
- (B) Attorney's Fees;
- (C) Reasonable compensation for time spent by UNITED PDX officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances;
- (D) Travel expenses; and
- (E) Expenses for holding special UNITED PDX meetings necessitated by court action.