

BYLAWS OF
THE SHORELAKE SOCCER CLUB

(A nonprofit association)

ARTICLE 1. NAME AND OFFICES

1.1 Name. This corporation shall be known as Shorelake Soccer Club (hereinafter referred to as the “**Corporation**” or the “**Club**”).

1.2 Offices. The principal office of the Club shall be located at its principal place of business or such other place within the State of Washington as the Board of Directors (“Board”) may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE 2. AFFILIATION

The Club shall affiliate with, and operate under the authority of, the Seattle Youth Soccer Association (“SYSA”).

ARTICLE 3. MEMBERSHIP

3.1 Members. There shall be one class of Members of the Club which class shall consist of (1) current members (“Player Members”); (2) parents and/or legal guardians of current players (“Parent/Guardian Members”), and (3) Members of the Board (“Director Members”). Player Members shall retain their status as Members until a Player Member’s age and gender group has graduated out or quit the Club. Player Members shall retain their status as Members until their related Player Member’s status ends or is terminated.

3.2 Classes of Members. The Club shall have two classes of members: Voting Members and Associate Members. The qualifications for each class of members are set forth in these Bylaws. All members shall abide by these Bylaws, any Code of Ethics of the Club and uphold the best interest of the Club.

3.3 Voting Members. Qualification as a Voting Member is limited to individuals who meet all of the following criteria:

- i) Are at least 18 years old.
- i) Are a Club Staff Member in good standing pursuant to ARTICLE 8 of this document.
- ii) Have attended at least 2 club meetings where attendance was recorded (Board of Directors meeting, Annual General Meeting ... etc) within the previous 12 months.

Voting Members shall be entitled to vote on all matters subject to vote by the membership, shall be eligible to serve as a director, serve as an officer, and serve on and chair a committee of the Club.

3.4 Associate Members. Any individual or entity that supports the purposes of the Club, but does not qualify as a Voting Member is eligible to be an Associate Member. Associate Members shall have no voting privileges. Associate Members, if an individual directly, and if an entity, through an individual who is such entity's designee, shall be eligible to attend events sponsored by the Club.

3.5 Voting Rights. Voting Members have voting rights only with respect to the election or removal of Directors as set forth herein. The Board of Directors shall have sole voting power with respect to all other matters relating to the Club, including without limitation: any alteration, amendment or repeal of the Bylaws or the adoption of new Bylaws; any merger or consolidation involving the Club; any sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Club; the adoption of any plan providing for the distribution of assets; or any dissolution of the Club. However, the Board of Directors in its discretion may submit to Voting Members at any annual or special meeting thereof any matter for vote by such members. The vote of any Voting Member at any meeting of members may be exercised either in person by an authorized agent thereof, or by written proxy. Each Voting Member shall be entitled to one vote on each matter coming before any meeting of such members.

3.6 Membership Applications and Procedures. All initial applications for membership shall be made in writing. Registration for club participation is an application for membership. A duly appointed committee of the Board of Directors may accept or reject any application, require additional information from any applicant, determine whether any applicant qualifies as a Voting Member or Associate Member, and make all other determinations with respect to members of the Club, subject to review by and direction from the Board of Directors as to any or all of the foregoing matters. Upon request by the President, the Secretary, the Executive Committee or the Board of Directors, a list of the names and addresses of all Voting Members shall be provided, and such list may be relied upon and shall be conclusive for all purposes for which a determination of Voting Members is relevant, except to the extent otherwise determined by the Board of Directors prior to such reliance. Each member who meets the qualification criteria shall continue as a member, except as otherwise set forth herein.

3.7 Dues and Assessments. In lieu of membership dues, volunteer staff performance criteria may be established from time to time by the Board of Directors, and may be set for different staff positions at different times, and performance evaluated against that criteria by means voted on by the Board of Directors. This performance criteria shall be a condition precedent to membership in good standing.

3.8 Suspension and Termination of Membership.

a. Resignation of Membership. Any member may resign by submitting a written resignation to the Club. Such a resignation shall be effective as of the date received or at a future date as stipulated in said resignation. Any member who resigns shall forfeit any and all dues paid and any and all rights and privileges with respect to the Club and shall remain liable for any dues or other charges due and owing at the time of such member's resignation.

b. Termination. The Board of Directors, by resolution, may terminate the membership of any member for failure to abide by the Bylaws or code of ethics or if a member's conduct is deemed by the Board of Directors to be detrimental to the best interest of the Club. Any member whose membership is terminated shall forfeit any and all dues paid and any and all rights and privileges with respect to the Association and shall remain liable for any dues or other charges due and owing at the time of such termination. Termination will require the Board of Directors to give notice to the member in question, followed by an opportunity for the member to be heard. After hearing from the member, or should the member fail to reply within two weeks of the date of notice, the Board of Directors may act to terminate the member.

3.9 Annual Meeting. The annual meeting of the Voting Members of the Club shall be held each year no earlier than the first week of December and no later than the last week in February at such time and place as the Board of Directors shall determine. The purposes of the annual meeting shall be to elect directors and to transact such other business as may properly come before the meeting.

3.10 Special Meetings. Special meetings of the Voting Members for any purpose or purposes permitted hereunder or by law may be called at any time by the President, the Executive Committee or the Board of Directors to be held at such time and place as the President, Executive Committee or the Board of Directors may prescribe. Upon the request of the Voting Members holding in the aggregate ten percent of the voting power of all Voting Members, it shall be the duty of the Secretary to call a special meeting of the Voting Members for any purpose or purposes permitted hereunder or by law, such meeting to be held at such place and at such time as the Secretary may fix, not less than ten nor more than 35 days after the receipt of said request, and if said Secretary shall neglect or refuse to issue such call, those making the request may do so.

3.11 Notice of Meetings. Written notice of the place, day and hour of the annual membership meeting and written notice of the day, place, hour and purpose or purposes of special membership meetings shall be delivered not less than ten nor more than 50 days before the date of the meeting, either personally, by mail or by email, by or at the direction of the President, the Secretary or the officer or persons calling the meeting, to each Voting Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Voting Member at its address as it appears on the records of the Club, with postage thereon prepaid.

3.12 Waiver of Notice. Except where expressly prohibited by law, notice of the day, place, hour and purpose or purposes of any meeting of the Voting Members may be waived in writing by any Voting Member at any time, either before or after the meeting, and attendance at the meeting in person or by proxy shall constitute a waiver of such notice of the meeting unless prior to or upon commencement of such meeting such Voting Member in attendance asserts that proper notice was not given.

3.13 List of Members. At least ten days prior to a meeting of Voting Members, the Secretary of the Club, in conjunction with the Board of Directors or a committee thereof, shall compile a complete list of the names and addresses of the Voting Members entitled to vote at such meeting or adjournment thereof. Such a list shall be open for examination by any Voting Member during usual business hours at the principal or registered office of the Club or the office of the Secretary of the Club for a period of at least ten days prior to any such meeting. Such a list shall also be produced and kept open for examination at the time and place and during the course of any such meeting.

3.14 Quorum. At any meeting of Voting Members, the presence in person or by proxy of fifty percent (50%) Voting Members in good standing shall constitute a quorum for the transaction of business, and the vote of a majority of the Voting Members present in person or by proxy at a meeting at which there is a quorum shall be the act of the Club, except as otherwise provided herein or by law. The Voting Members present at a duly convened meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum.

3.15 Adjourned Meetings. Whether for failure to obtain a quorum or otherwise, an adjournment or adjournments of any meeting of Voting Members may be taken to such time and place as the majority of those present (in person and by proxy) may determine without any other notice than announcement at such meeting being given.

3.16 Proxies. A proxy must be executed in writing by a Voting Member or its duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. Revocation of a proxy shall not be effective until the Secretary of the Club thereof has actually received written notice.

3.17 Action by Members Without a Meeting. Any action, which could be taken at a meeting of the members, may be taken without a meeting if a written consent setting for the actions so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

ARTICLE 4. BOARD OF DIRECTORS

4.1 General Powers. All authority and powers of the Club under the Articles of Incorporation, Bylaws and the Washington Nonprofit Corporation Act, Chapter 24.03A RCW (the “Act”), shall be vested in the Board of Directors unless otherwise specified in these Bylaws. The affairs of the corporation shall be managed by, or subject to direction by and oversight of, the Board of Directors.

4.2 Number. The Board shall not consist of not fewer than 6 or no more than 14 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

4.3 Qualifications. Each Director must be a Voting Member in good standing.

4.3.1 Directors shall be at least 18 years of age and have such other qualifications as the Board may prescribe by resolution or amendment to these bylaws.

4.3.2 Coaches are allowed to be Board members.

4.4 Terms of Office. The Board of Directors shall be elected for 2 year term and hold office until the election of Directors by Voting Members and until their respective successors shall be elected and qualified, subject to provisions herein relating to vacancy and removal.

4.5 Election of Directors. All Directors shall be elected at the annual meeting of the Voting Members.

4.5.1 Nomination by the Board. In accordance with Section 6.3 of these Bylaws, the Board shall form a Governance Committee. The Governance Advisory Committee shall prepare a list of candidates to fill the open Director positions at the upcoming election. The list shall include at least one candidate for each open position. Nominations shall be based on criteria prescribed by the Board. The Governance Committee shall notify nominees sixty (60) days prior to the meeting of the members.

4.5.2 Nomination by the Membership. The Governance Advisory Committee shall publish the list of director positions requiring election, and the candidates for election at least thirty (30) days before the Annual General Meeting. Any 2 voting members may nominate additional candidates to any director position by submitting the nomination in writing to the Governance Advisory Committee at least 48 hours in advance of the Annual General Meeting.

4.6 Annual Meeting of the Board. The annual meeting of the Board shall be held within 30 days following the Annual General Meeting for the purposes of electing

officers from the pool of directors, and transacting such business as may properly come before the meeting.

4.7 Regular Club Meetings. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

4.8 Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called or at the written request of the President or any two (2) Directors, or, in the case of a committee meeting, by the committee chair.

4.9 Meetings by Remote Communications. Members of the Board or any committee designated by the Board may participate in a meeting of the Board or such committee by means of conference telephone, including video conference, or similar communication equipment by which all persons participating in the meeting can participate with each other at the same time. Participation by such means shall constitute presence in the person at a meeting.

4.10 Place of Meeting. All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington or by remote communication. For any meeting by which a Director may participate by remote communication, notice of the meeting must be delivered to each Director by a means which the Director has authorized and provide complete instructions for participating in the meeting by remote communication.

4.11 Notice of Special Meetings. Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten (10) days before the meeting. Notice in writing may be delivered or mailed to the Director at his/her/their address shown on the records for the Corporation. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of such meeting, unless such business is the removal of a Director which shall be specified in the notice. If notice is delivered by mail, the notice shall be deemed effective five (5) days after it has been deposited in the official government mail properly addressed with postage thereon paid.

4.12 Waiver of Notice.

4.12.1 In Writing. Whenever notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein,

shall be deemed equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board, need to be specified in the waiver of notice of such meeting.

4.12.2 By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting or promptly upon 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.

4.13 Quorum. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.14. Manner of Acting. The affirmative vote of the majority of the Directors present at a 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 applicable Washington law.

4.15. Presumption of Assent. A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director objects at the beginning of the meeting or promptly upon arrival to holding it or transacting business at the meeting; the Director dissents or abstains from the action; or the Director delivers notice in the form of a record of the Director's dissent or abstention to the President or Secretary of the Corporation before or during the meeting or before approval of the minutes of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

4.16. Unanimous Action by Board Without A Meeting. Any action which could be taken by the Board at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken is executed by all Directors entitled to vote with respect to the subject matter thereof, as defined below. The consent must be unanimous. For purposes of these bylaws, executed means (i) [a] writing that is signed; or (ii) an email transmission that is sent with sufficient information to determine the sender's identity. For purposes of this section 4.16 only, "each director entitled to vote" does not include an "interested director" who abstains in writing from providing consent, where (1) the Board has determined that (a) the corporation is entering into the transaction for its own benefit; and (b) the transaction is fair and reasonable to the Corporation when it enters into the transaction or the non-interested directors determine in good faith after reasonable investigation that the Corporation cannot obtain a more advantageous

arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and (2) such determination is included in the written consent or in the records of the Corporation.

4.17. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.18. Removal. At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, for cause, by two-thirds of the votes cast by Directors then in office or for the reasons provided in RCW 24.03A.530(5).

4.19 Vacancies. A vacancy in any Director position may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his/her/their predecessor in office.

4.20. Compensation. The Directors shall receive no compensation for their services as Directors but may receive reasonable reimbursement for expenditures incurred on behalf of the corporation.

4.21. Code of Conduct. The Board shall adopt a Code of Conduct that comports with applicable state and federal requirements. Each Director shall, on an annual basis, sign a Code of Conduct Statement in which he/she/they agree to act according to the Code of Conduct.

ARTICLE 5. OFFICERS

5.1 Number and Qualifications. The officers of the Corporation shall be President, Vice President, Treasurer, and Secretary, each of who shall be elected by the Board of Directors. Other officers and assistant officers may be elected or appointed by the Board to hold office for such period, have such authority and perform such duties as are provided in these bylaws or as provided by Board resolution. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 Election and Term of Office. The officers of the Corporation shall be elected for a two (2) year by the Board, and said election shall be conducted by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed

from office, he/she/they shall hold office until the next annual meeting of the Board or until his/her/their successor is elected, whichever comes later.

5.3 Resignation. Any officer may resign at any time by delivering written notice to the Corporation at the then mailing address of the Corporation, or to the President of the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Removal. Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in the Board's judgment the best interests of the corporation would be served hereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.5 President. The President shall, subject to the Board's control, supervise, and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these bylaws to some other officer or in some other manner. In general, the President shall perform all duties incident to the office of the President and such other duties as are assigned to them by the Board from time to time. The President shall be an ex-officio member of all Club committees, except for meetings of the Governance Committee to nominate officers.

5.6 Vice President. In the event of the resignation, removal or death of the President or their inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all restrictions upon the President.

5.7 Secretary. The Secretary shall: (a) keep the minutes of the meeting of the Board, and minutes which shall be maintained by the committees of the Board; (b) ensure that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (c) serve as custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and each officer; (e) sign with the President, or other officer authorized by the President of the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) keep permanent all copies of records required to be so in accordance with RCW 24.03A.210, or as amended; and (g) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to them by the President of the Board.

5.8 Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his/her/their duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in the banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and 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 them by the President of the Board.

ARTICLE 6. COMMITTEES

6.1 Board Committees. By resolution adopted by a majority of the Directors, the Board may establish committees of the board consisting of two or more Directors, and additional members pursuant to Section 2506 of Washington Substitute Senate Bill 5054. Committees shall have and exercise the authority of the Board of Directors, to the extent provided in establishing resolutions, except that no committee shall have the authority to: (i) take any action contrary to law; (ii) approve any proposal that the Club borrow money or become a maker on a promissory note or other evidence of indebtedness for borrowed money; (iii) amend, alter or repeal these Bylaws; (iv) elect, appoint or remove any member of any other committee of the Board or any Director or officer of the Club; (v) adopt a plan of merger or consolidation with another Club; (vi) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Club not in the ordinary course of business; (vii) authorize the voluntary dissolution of the Club or revoke proceedings there for; (viii) adopt a plan for the distribution of the assets of the Club; or (ix) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, or them by law.

6.2 Standing Board Committees. The Board shall establish the following committees:

1. Audit Committee

6.3 Advisory Committees. The Board may designate and appoint one or more advisory committees, each of which may consist of at least two Directors and one or more other Members or other individuals, to give advice and counsel to the

Board. By separate resolution, the Board shall establish the charge and tasks for each advisory committee and appoint committee chairs and members. Advisory committee members shall not be entitled to vote or exercise other powers of the Board of Directors.

6.4 Quorum; Manner of Acting. A majority of the number of Committee members composing any committee shall constitute a quorum as long as at least one Director of the Board is present. The act of a majority of committee members in attendance at a meeting which is a quorum shall be the act of the committee. Minutes shall be kept of all committee meetings and delivered to the Club secretary.

6.5 Resignation. Any member of a committee may resign at any time by delivering written notice thereof to the president, the secretary or chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if not specified, upon delivery thereof, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

6.6 Removal of Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may remove from office at any time, any member of any committee elected or appointed.

ARTICLE 7. COACHING STAFF

7.1 Activities and Responsibilities. Coaching Staff are responsible for instructing players in soccer skills and development, and organizing team schedules and activities. With respect to Club policies and procedures,

7.2 Coaching Staff Roles

7.2.1 Head Coach. Each team shall have one head coach. The head coach shall report to, and act under the direction of the Board.

7.2.2 Assistant Coach. Teams may have one or more assistant coaches. The assistant coaches shall report to, and act under the direction of the head coach

7.2.3 Team Manager. Teams may have one or more Team Managers. The Team Manager shall report to, and act under the direction of the head coach.

ARTICLE 8. CLUB STAFF REQUIREMENTS

Club Staff includes all those working for the club in any sort of recognized capacity beyond basic participation/membership. Specifically, all individuals fulfilling the roles outlined in any of the below articles must comply with the requirements in this article:

- ARTICLE 4 - BOARD OF DIRECTORS
- ARTICLE 5 - OFFICERS
- ARTICLE 6 - COMMITTEES
- ARTICLE 7 - COACHING STAFF

8.1 Background Check. Under RCW 43.43.830; Background checks—Access to children or vulnerable persons—Definitions; all Club Staff must submit to a WYS-provided background check on an annual basis. Failure to comply with this requirement will automatically bar club participation.

8.2 SafeSport Compliance. Washington Youth Soccer requires participation by all member clubs in the SafeSport initiative. The club requires that all Club Staff renew their certification in this program on an annual basis. Failure to comply with this requirement will automatically bar club participation.

8.3 Club Code of Ethics. All Club Staff are expected to embody and model the values espoused by the club in its code of ethics. An alleged failure to meet these expectations will be brought to the Board Of Directors which will create a plan of action and record the resulting activities in the official club records. Actions shall include the appointment of an advisory committee responsible for:

1. Liaising with involved community members and the board.
2. Handling the sensitive communications between involved community members and the board.
3. Investigation to establish the facts of the alleged action
4. Submission of one or more proposed response activities the Board of Directors should undertake. These recommendations may include official statements about the incident, and disciplinary activities for any of the involved parties.

Once the proposals for action are developed, the corrective action must be voted on by an official meeting of the Board of Directors before being executed.

ARTICLE 9. EMERGENCY POWERS

An emergency exists if a quorum of the Directors cannot readily be assembled because of some catastrophic event. A catastrophic event is a sudden, natural, or man-made situation where rapid change and destruction has occurred that has limited normal functions in daily living, including communications and travel. In an anticipation of and for the duration of an emergency, the Board of Directors will have the authority to modify lines of succession to accommodate the incapacity of any Director, officer, employee, or agent, and to take those actions necessary to preserve the Corporation and ensure that the Corporation acts in accordance with its purposes. During an emergency, notice of a meeting of the Board of Directors need be given only to those Directors it is practicable to reach and may be given in any

practicable manner, the quorum required under these Bylaws need not be established at such meeting, and one or more officers of the Corporation present at a meeting of the Board of Directors may be deemed to be Directors for purposes of the meeting. Corporate action taken in good faith during an emergency to further the purposes and the ordinary affairs of the Corporation binds the Corporation and may not be used to impose liability on a Director, officer, employee, or agent.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.1 Books and Records. The Corporation shall keep at its principal or registered office a record of all actions taken by the Members and Board by unanimous written consent; a record of all actions taken on behalf of the Corporation by a committee of the Board; a current copy of the its current or restated Articles of Incorporation and Bylaws and all amendments to them currently in effect; all communications in the form of a record to Members generally within the past six years, including the financial statements furnished for the past six years; its most recent annual report delivered to the secretary of state under RCW 24.03A.070; correct and adequate records of accounts and finances; minutes of the proceedings of the Members and the Board, and any minutes which shall be maintained by committees of the Board; records of the name and business address of each Director, and each officer; and such other records as may be necessary or advisable. At all times, the corporation shall keep books and records in accordance with RCW 24.03A.210 or as amended.

10.2 Review of Books and Records.

10.2.1 A Director of the Board of the Club may inspect and copy the books, records, and documents of the Club at any reasonable time to the extent reasonably related to the performance of the Director's duties as a director, including the duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Club or law other than the Act (or any successor provisions).

10.2.2 Upon providing five (5) days' notice to the Corporation, all books and records of the Club may be inspected by any Member or their agent or attorney, for any proper purpose at any reasonable time, subject to the requirements and limitations under RCW 24.03A.215, RCW 24.03A.220, and RCW 24.03A.225 or any successor provision of the Act.

10.3 Fiscal Year. The fiscal year of the Club shall begin at 12:00 a.m. on May 1, and end at 11:59 p.m. on April 30 of the following year.

10.4 Corporation Financial Statements. The Board shall retain an independent accounting firm to prepare such financial statements as are required under Washington State law. At a minimum, the Board shall cause its accountants to conduct an annual audit. However, at the discretion of the Board, in lieu of a review

or audit of the financial statements, the firm may perform agreed upon procedures ("**AUP**") to test the effectiveness of the Club's internal control policies and procedures, unless an audit of the financial statements is required by Washington State Law. The Board shall be presented with the results of such audit, review or AUP as soon as practical, but no later than 180 days following the end of the fiscal year.

- 10.5 Rules of Procedure. The rules of procedure at meetings of the Members, Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of incorporation or any resolution of the Board.
- 10.6 Insurance. The Club shall provide Directors and Officers Liability Insurance covering Directors, Officers, and Committee Chairs for performing acts and responsibilities directly related to the Club.
- 10.7 Contracts. The Board may authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances. The Club may, in the discretion of and at the direction of the Directors, and in accordance with the provisions of RCW 23.03A.615, pay an officer, employee or other person providing services to the Club for such services, provided that such payment shall not exceed the reasonable market value for such services and provided there are no conflicts of interest as provided under these Bylaws or any policy of the Corporation.
- 10.8 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Directors. In the absence of such determinations by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the Club.
- 10.9 Deposits. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, saving institutions, brokerage accounts or other FDIC insured depositories as the Club Treasurer may select. No single account may exceed the FDIC insurance limit at any particular financial institution.
- 10.10 Gifts. The Directors may accept on behalf of the Club any contribution, gift, grant, bequest or devise for the general purposes or for any specific purpose of the Club. Each gift or donation shall be acknowledged with a receipt from the Club Treasurer or his/her/their designee to the donor confirming IRS tax deductibility of the contribution to the extent benefits were not received by the contributor in accordance with IRS regulations.

10.11 Loans. No loans shall be made by the Club to its officers or Directors.

ARTICLE 11. CONFLICTS OF INTEREST

11.1 Conflicting Interest Transactions. The Corporation has adopted a Conflict of Interest Policy governing conflicts of interest and related procedures. In addition, RCW 24.03A.615 (Conflicting interest transactions) shall apply to any contract or transaction between the Club and one or more of its Directors, officers or member of a committee with Board-delegated powers; or between the Club and any other entity in which one or more of its Directors, officers or member of a committee with Board-delegated powers, hold a similar position, or have a financial interest.

11.2 Annual Statements. Each Director and/or each member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the Conflicts of Interest policy,
- b. Has read and understands the policy,
- c. Has disclosed any conflicts of interest arising under the policy,
- d. Has agreed to comply with the policy, and
- e. Understands that the corporation is charitable and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

11.3 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with outside management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

11.4 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 11.3 the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility to ensure that periodic reviews are conducted.

ARTICLE 12. INDEMNIFICATION

12.1 Grant of Indemnification. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including,

without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 13 AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of two thirds of the number of Board of Directors in office. Any proposed changes to the Bylaws shall be published to the Members for comment at least twenty (20) days prior to such a vote, provided the amendment or change complies with the Washington Nonprofit Corporation

Act and does not adversely affect the Club's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The foregoing Bylaws were amended and restated by the Board of Directors on **[INSERT DATE]**.

Signature & Title

Date