

**Bylaws  
of  
Bellingham Youth Lacrosse Club**

1. **Offices.** The principal office of the Bellingham Youth Lacrosse Club (the “Corporation”) shall be located at 613 Canyon View Dr., Bellingham, WA 98225 or such other place 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.
2. **Membership.** The Corporation shall have no members.
3. **Board of Directors**
  - 3.1. **General Powers.** The affairs of the Corporation shall be managed by a Board of Directors.
  - 3.2. **Number.** The Board shall consist of not less than three and not more than nine 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 current Director.
  - 3.3. **Qualifications.** Directors shall have at least one child actively participating in, or one year removed from active participation, the Bellingham Youth Lacrosse Club program. The Board may prescribe additional qualifications by resolution or amendment to these Bylaws.
  - 3.4. **Election of Directors**
    - 3.4.1. **Initial Directors.** The initial Directors named in the Articles of Incorporation shall serve until at least the first annual meeting of the Board.
    - 3.4.2. **Successor Directors.** Successor Directors shall be elected at the annual meeting of the Board.

- 3.5. **Term of Office.** Unless a Director dies, resigns or is removed, he or she shall hold office for a term of one year or until his or her successor is elected, whichever is later.
- 3.6. **Annual Meeting.** The annual meeting of the Board shall be held during the month of June each year, at the time and at such location as determined by the Board of Directors, for the purposes of electing directors and officers and transacting any business that may properly come before the meeting.
- 3.7. **Regular Meetings.** By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.
- 3.8. **Special Meetings.** Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or outside the State of Washington as the place for holding any special Board or committee meeting called by them.
- 3.9. **Meetings by Telephone.** Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 3.10. **Place of Meetings.** All meetings shall be held at the principal office of the Corporation or at such other place within or outside the State of Washington as designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.
- 3.11. **Notice of Special Meetings.** Notice of special Board or committee meetings shall be given to all Directors in writing or by personal communication with the Director. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of 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. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage prepaid.

3.12. **Waiver of Notice.**

3.12.1. **In Writing.** Whenever any 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 of such notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated on the notice, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2. **By Attendance.** 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 because the meeting is not lawfully called or convened.

3.13. **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.

3.14. **Manner of Acting.** The act 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 any applicable Washington law.

3.15. **Presumption of Assent.** A Director of the Corporation present at a Board meeting shall be presumed to have assented to an action unless:

3.15.1. His or her dissent or abstention is entered in the minutes of the meeting;

3.15.2. The Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the meeting is adjourned; or

3.15.3. The Director forwards written dissent or abstention by registered mail to the Secretary of the Corporation immediately after the meeting is adjourned.

The right to dissent or abstain shall not apply to a Director who voted in favor of such action.

- 3.16. **Action by Board Without a Meeting.** Any action which could be taken at a meeting of the Board may be taken without a meeting if each Director signs a written consent detailing the action to be taken. 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 Board meeting.
- 3.17. **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 on the notice, or if the time is not specified, upon delivery of the notice and, unless otherwise specified on the notice, the acceptance of such resignation shall not be necessary to make it effective.
- 3.18. **Removal.** At a meeting of the Board called expressly for the purpose of removal, one or more Directors may be removed from office, with or without cause, by a majority vote cast by Directors then in office.
- 3.19. **Vacancies.** A vacancy in the position of Director may be filled by a majority vote 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 or her predecessor in office.
- 3.20. **Board Committees.**
- 3.20.1. **Standing or Temporary Committees.** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to limitations prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another Corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings for such a

purpose; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.20.2. **Quorum; Manner of Acting.** A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3. **Resignation.** Any member of any committee may resign at any time by delivering written notice of resignation to the President, the Secretary or the 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 on such notice, or if the time is not specified, upon delivery of the notice and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

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

3.21. **Compensation.** The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenses incurred on behalf of the Corporation.

#### 4. **Officers**

4.1. **Number and Qualifications.** The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or

more offices may be held by the same person, except the offices of President and Secretary cannot hold any other office.

- 4.2. **Election and Term of Office.** The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.
- 4.3. **Resignation.** Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or 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 on the notice, or if the time is not specified, upon delivery of the notice and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- 4.4. **Removal.** Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served by removal, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 4.5. **Vacancies.** A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.
- 4.6. **President.** The President shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall 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 of any such contract have been expressly delegated by the Board or by these Bylaws to another officer or agent of the Corporation or are required by law to be signed or executed by another officer or in another manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

- 4.7. **Vice President(s).** In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) 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 the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.
- 4.8. **Secretary.** The Secretary shall: (a) keep the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board; (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 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 or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) 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 the Board.
- 4.9. **Treasurer.** If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her 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 banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; 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 him or her by the President or the Board.

## 5. **Interests of Directors and Officers**

- 5.1. **Conflict of Interest.** Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration

by the Board. The interested Director or officer shall abstain from voting on the transaction.

- 5.2. **Review of Certain Transactions.** Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

## 6. **Indemnification**

- 6.1. **Right to Indemnification.** The corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation.

- 6.2. **Restrictions on Indemnification.** The corporation may not indemnify any Indemnified Person for:

6.2.1. Acts or omissions of the Indemnified Person finally adjudged to be intentional misconduct or a knowing violation of law;

6.2.2. Conduct of the Indemnified Person finally adjudged to be in violation of Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.310 of the Washington Business Corporation Act; or

6.2.3. Any transaction that it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services that the Indemnified Person was not legally entitled, or if the corporation is otherwise prohibited by applicable law from paying such indemnification;

Provided, however, that if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is hereafter amended, the restrictions on indemnification set forth in this Section 6.2 shall be as set forth in such amended statutory provision.

- 6.3. **Expenses Payable in Advance.** The corporation shall pay the reasonable expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of such

Proceeding's final disposition (such expenses, "Advanced Expenses"); provided, however, that, to the extent required by law, such payment of Advanced Expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all Advanced Expenses if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Paragraph 6 or otherwise. Notwithstanding any of the foregoing in this Section 6.3, the corporation shall not be required to pay any Advanced Expenses to a person against whom the corporation directly brings a claim alleging that the corporation is not required to indemnify such person under Section 6.2 of this Paragraph 6.

- 6.4. **Written Statement Required; Right of Indemnified Person to Bring Suit.** An Indemnified Person seeking indemnification pursuant to Section 6.1 or Advanced Expenses pursuant to Section 6.3 must first submit to the Board a sworn statement requesting indemnification or Advanced Expenses, and reasonable evidence of all such amounts requested by such Indemnified Person (such statement, a "Claim"). If (a) a Claim pursuant to Section 6.1 above is not paid in full by the corporation within 60 days after such Claim has been received by the corporation, or (b) a Claim pursuant to Section 6.3 above is not paid in full by the corporation within 30 days after such Claim has been received by the corporation, then the Indemnified Person may at any time after the expiration of the applicable period bring suit against the corporation to recover the unpaid amount of such Claim. If an Indemnified Person succeeds in whole or in part in any such suit or in a suit brought by the corporation to recover Advanced Expenses pursuant to the terms of an undertaking, then such Indemnified Person is also entitled to receive reimbursement from the corporation for the expense of prosecuting or defending such suit. The Indemnified Person shall be presumed to be entitled to indemnification under this Paragraph 6 upon submission of a Claim (and, in an action brought to enforce a Claim for Advanced Expenses, where the required undertaking has been delivered to the corporation), and, thereafter, the corporation shall have the burden of proof to overcome the presumption that the Indemnified Person is so entitled.
- 6.5. **Procedures Exclusive.** Pursuant to Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.560(2) or any successor provision of the Washington Business Corporation Act, the procedures for indemnification and Advanced Expenses set forth in this

Paragraph 6 are in lieu of the procedures required by Section 23B.08.550 or any successor provision of the Washington Business Corporation Act.

- 6.6. **Nonexclusivity of Rights.** The right to indemnification and Advanced Expenses conferred by this Paragraph 6 shall not be exclusive of any other right that any person may have or hereafter acquire under (a) any statute, (b) provision of these Articles of Incorporation, (c) the Bylaws of the corporation, (d) by general or specific action of the Board of Directors, (e) by contract or (f) otherwise.
- 6.7. **Indemnification of Employees and Agents of the Corporation.** The corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the corporation (a) with the same scope and effect as the provisions of this Paragraph 5 with respect to the indemnification and Advanced Expenses of Directors and officers of the corporation, (b) pursuant to rights granted under, or provided by, the Washington Business Corporation Act, or (c) as are otherwise consistent with law.
- 6.8. **Persons Serving Other Entities.** Any person who, while a Director or officer of the corporation, is or was serving (a) as a Director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its Directors is held by the corporation or (b) as a partner, trustee or otherwise in an executive or management capacity in a partnership, joint venture, trust or other enterprise of which the corporation or a wholly owned subsidiary of the corporation is a general partner or has a majority ownership shall be deemed to be (i) so serving at the request of the corporation and (ii) entitled to indemnification and Advanced Expenses under this Paragraph 6.

## 7. **Administrative Provisions.**

- 7.1. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- 7.2. **Loans or Extensions of Credit to Officers and Directors.** No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

- 7.3. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.
- 7.4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.
- 7.5. **Books and Records.** The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.
- 7.6. **Accounting Year.** The accounting year of the Corporation shall be the twelve months ending August 31 (provided that the first fiscal year of the Corporation shall be a short period, commencing on the date of incorporation and ending on August 31, 2012).
8. **Amendments.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

The foregoing Bylaws were adopted by unanimous consent of the Board of Directors on March 16, 2012, effective on filing of the Articles of Incorporation of the Corporation with the Secretary of State of the State of Washington.

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Deanne Kanenaga, Director