

Adopted: November 26, 2017  
Revised: September 10, 2019  
Revised: November 22, 2020

## **BELLINGHAM BAY OUTRIGGER PADDLERS**

### **BYLAWS**

#### **ARTICLE I**

##### **OFFICES**

This club, established on January 1, 2011 shall be called the Bellingham Bay Outrigger Paddlers (BBOP). The principal office shall be in the City of Bellingham, County of Whatcom, State of Washington or at such other location as determined by the Board of Directors.

The club may also have offices at such other places within or without the State of Washington as the Board of Directors may from time to time determine or as the business of the club may require.

The club shall have and continually maintain in the State of Washington a registered office, and a registered agent whose office is identical with such registered office, as required by the Washington Nonprofit Public Benefit Corporation Law. The registered office may be, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time.

#### **ARTICLE II**

##### **PURPOSES**

The primary objectives and purposes of this club shall be: a) to acknowledge and respect the history of Polynesian cultural traditions through the promotion of competitive and recreational outrigger canoe paddling for youth, family, and the community, b) to maintain and encourage competitive outrigger canoe racing in the city of Bellingham

and surrounding counties, c) to participate in outrigger canoe racing in Washington and other worldwide events, and d) to be organized and cohesive as a team.

### **ARTICLE III**

#### **MEMBERSHIP**

##### **SECTION 1. COMMITMENT TO NON-DISCRIMINATION**

BBOP shall not discriminate on the basis of Race, Color, Creed, Religion, National Origin, Sex, (including pregnancy and parenting status), Age, Disability, Marital Status, Sexual Orientation, Gender Identity and Expression, Genetic Information and Veteran Status.

##### **SECTION 2. MEMBERSHIP CLASSES**

This organization shall have one or more classes of members, consisting of persons dedicated to the purposes of this organization. New members are defined as first year BBOP paddlers who have completed all requirements for membership. Returning members are defined as paddlers who have been BBOP members within the past five years. A lifetime member is defined as a paddler who has paid the one time membership fee as established by the Board. Lifetime members shall not be required to pay yearly dues.

##### **SECTION 3. DEFINITION OF A BBOP MEMBER**

Members of this organization shall be those persons (1) whose membership forms have been reviewed and approved by the Membership Coordinator, (2) who have delivered timely payment of such dues and fees as the Board may fix from time to time, (3) who agree to waive their right to sue the organization and who agree to use binding mediation to resolve any and all disputes which may arise in the source of their membership, (4) have signed required insurance waivers. Meeting these requirements for membership also means that the member will follow the guidelines set forth in the bylaws.

Those members who hold voting membership rights in BBOP cannot also be a member of any other outrigger club in the Pacific Northwest Outrigger Canoe Association (PNW-ORCA). Furthermore, voting members of BBOP cannot race with any other outrigger club in PNW-ORCA without the express approval of the BBOP Head coach.

## SECTION 5. TERMINATION OF MEMBERSHIP FOR CAUSE

If any member of BBOP has been terminated for cause and seeks reinstatement, that member may appeal to the Board. Reinstatement requires a unanimous vote of the Board.

## SECTION 6. PAYMENT OF INDEBTEDNESS

Dues and assessments and other debts shall be due and payable upon the start of the first practice to the treasurer, and shall become delinquent if unpaid by the third practice for new members.

Installment payments for dues may be approved by the Board; the member may practice but not race or vote until full payment for dues has been received.

## SECTION 7. DELINQUENT PENALTY, SUSPENSION OF CLUB PRIVILEGES

Any delinquent indebtedness shall automatically cause suspension of all club privileges of the member owing, until such indebtedness is paid in full. This includes practice, racing and voting privileges.

## SECTION 8. TERMINATION BY RESIGNATION

Any member may terminate his or her membership only by the presentation of a written resignation to the secretary and by payment of all amounts for which he or she is liable to the club.

## SECTION 9. RIGHTS, BENEFITS, and RESPONSIBILITIES OF FULL MEMBERSHIP

Upon completion of the membership packet and payment of dues as herein provided, each adult member is entitled to all rights and privileges of membership as stated in the BBOP bylaws, and accepts their individual responsibility for the continued growth and health of the club.

Benefits of membership shall include but are not limited to: access to BBOP equipment as scheduled by designated BBOP coaches and/or the BBOP President, access to BBOP phone/email lists (upon approval of the Board), inclusion in BBOP web-based communications and scheduling, and participation in BBOP events.

The responsibilities of BBOP membership require that each member a) respect and obey club rules and approved procedures, b) promote a positive image of BBOP and outrigger paddling in the local and extended paddling community, c) demonstrate their respect for the rights, beliefs, and opinions of fellow club members, and d) participate in the democratic processes that govern the club. In addition, as a volunteer-run organization, all full-time adult club members are expected to participate in **at least** one scheduled maintenance activity, volunteer in support of the annual BBOP race or major fundraiser, and volunteer at least four (4) hours at one or more BBOP events.

Keiki members and their parent(s) or guardian(s) are similarly encouraged to support the club through volunteerism.

#### SECTION 10. APPROVAL OF CHANGES TO DUES

The President and the majority of the Board must be present for passing changes to dues. The BBOP Board shall finalize the next year's annual budget and fee schedule prior to or during their October meeting, and present the fee schedule to the membership at the annual fall meeting.

### **ARTICLE IV**

#### **MANAGEMENT**

##### SECTION 1. THE GOVERNING BODY OF BBOP

The power of daily management of this organization shall be vested in the elected officials of the BBOP Executive Board. This governing body will be made up of the President, Vice President, Treasurer, Secretary, and the Communications Director.

A quorum at any duly authorized meeting of the Executive Board shall consist of all five elected members of the Executive Board.

##### SECTION 2. BBOP POLICIES

BBOP policy is defined as management decisions set forth by the Board. No decisions in BBOP policy shall be made without the knowledge of the elected Board Members, and by a majority vote of those said officials.

To establish or change BBOP policy, the following requirements must be met:

1. Any Board Member may introduce policy proposals or changes. However, said policy proposals or changes may not contradict BBOP By-laws.
2. Each Board Member shall have one vote.
3. If a quorum is met, a simple majority vote is needed to approve changes.
4. All BBOP policies shall be published.
5. Email voting is acceptable upon agreement of all Board members..

##### SECTION 3. VOTING

All members in good standing shall have the opportunity to receive and approve of changes to the bylaws affecting the club and its members, as well as participate in the

election of officers to the Board. A majority vote of the membership voting at any duly authorized meeting or electronic vote shall determine the policies and actions of BBOP, except as otherwise provided in this and Bylaws.

## ARTICLE V

### **ELECTED DIRECTORS**

#### SECTION 1. NUMBER, QUALIFICATIONS, AND TERM OF OFFICE

The management of all the affairs, property and business of BBOP shall be vested in a Board of Directors, except as hereinafter in this paragraph provided. The Board consists of five persons recruited from the membership, who shall be elected to one of the five specific positions by majority vote by the current members, for a term of two years, and shall hold office until their successor is elected and qualified, or until death, resignation or removal. This governing body will be made up of the President, Vice President, Treasurer, Secretary, and the Communications Director. A director need not be employed or reside in the state of Washington. In addition to the powers and authority of these Bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of BBOP and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation. The number of directors may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

#### SECTION 2. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Subject to the provisions of the Washington Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Among other duties as described herein, the Executive Board shall

- conduct and manage the affairs and business of BBOP, including interpretation and application of this Bylaws,
- determine the time and place and shall make all necessary arrangements for annual and special meetings,
- approve the creation of advisory committees and appointment of committee members, review the actions of said committees, as well as discharge advisory committees at their logical conclusion, and
- see that the budget is prepared and reviewed annually.

### SECTION 3. ELECTED OFFICIALS

The **President** is an elected office held by one person for a term of two years. They shall preside over all meetings of the Board. The President shall sign all official documents and may call a meeting of the club, directors or committees at any time to discuss club business. The President is responsible for proper management and promotion of BBOP. Only the President (or Vice President in their absence) is allowed to sign contracts on behalf of the club, with Board approval. The President or designee will participate and represent BBOP interests by participating in the governing OC racing organization(s), to the greatest extent possible.

The **Vice President** is an elected office held by one person for a term of two years. The Vice President's primary duty is to aid the President in the proper management of BBOP. In addition to undertaking tasks delegated by the President, Coordinators may ask the Vice President to lead efforts to organize, recruit, and monitor volunteers for club maintenance, fundraising, and community events, including the annual Bellingham Bay Classic race. If at any time the President is unable to perform their written duties as president, the Vice President will preside in their place, and is authorized to sign in the name of BBOP all contracts including those in any way affecting real property or interests therein. The Vice President is also authorized to sign checks if the Treasurer or President is unable to do so.

The **Secretary** is an elected office held by one person for a term of two years. They will distribute notices of meetings to the members and the Board of Directors as requested by the President and/or required by these Bylaws, and they (or their surrogate) will keep a record of the proceedings of all such meetings. Following approval, meeting minutes of the Board of Directors will be posted for access by the membership. The Secretary shall have custody of all documents and records (electronic and paper) of the Club, except those that are in the care of the Treasurer or some other person authorized to have custody and possession thereof by resolution of the Board of Directors.

The Secretary shall provide correspondence as requested by the President and/or the Board, and shall submit documents and reports to the Board of Directors as may be requested. The Secretary also supports internal club communication between the membership and the Board, and may be directed to distribute correspondence and/or documents to the membership via electronic means.

The **Treasurer** is an elected office held by one person for a term of two years. The Treasurer manages funds generated by the club and acts as bookkeeper for the BBOP. Responsibilities include

- having charge and custody of, and be responsible for, all funds and securities of the club, and deposit all such funds in the name of the club in such banks, trust companies, or other depositories as shall be selected by the board of directors,
- receive, and give receipt for, monies due and payable to the club from any source whatsoever,

- disburse, or cause to be disbursed, the funds of the club as may be directed by the Board of Directors, taking proper vouchers for such disbursements,
- keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and
- compliance with annual IRS filing requirements to maintain the club's tax-exempt status.

The Treasurer will be the primary remitter of all checks. In the absence of the Treasurer, the President will sign checks. Checks may be written for less than \$500 without prior approval of the president or designee, if the amount requested is within the approved budget. Authorization for payments greater than \$500 or for unexpected/non-budgeted expenses require acknowledgement by the President. Acknowledgement may include signature on receipts or approval via email, with said approval attached to the payment document.

The Treasurer will have ready for each regularly scheduled Board meeting a brief summary of BBOP's financial status. At the beginning and ending of each racing year the Treasurer will present a complete financial report to the BBOP Board.

The **Communications Director** is an elected office, and as such is a full member of the board. This office is held by one person for a term of two years. The Communications Director may recruit and train assistants, as needed. They act as a liaison between BBOP members, Coaches, the public, and the Board to advance the mission of BBOP as a top priority. This position supports internal club communication by working with the Board, Coordinators, and Coaches, to ensure information is shared effectively with the membership. Like all members of the Board, important issues regarding club management brought to the attention of the Communications Director will be communicated to the entire Board for their consideration.

The Communications Director is primarily responsible for maintaining the Club's social media presence for the purposes of coordinating and promoting the mission, goals, and activities of BBOP: advertising club information, celebrating club events, recruiting new members, etc. As such, they (or their assistant/s) must be a regular presence at practices, races, and special events for all BBOP programs (recreational, competitive, and keiki), in order to document and share information, and to create social media and web postings. The Communications Director will submit an annual budget request to the Board to support budget planning.

#### SECTION 4. COORDINATOR POSITIONS APPOINTED BY THE BOARD

Five coordinator positions (Membership, Racing, Safety, Equipment, and Fundraising), the Bellingham Bay Classic Race Director, and the Head Coach are recruited from the membership and appointed by the Board, each for a term of two years. A single person can hold multiple coordinator positions. Appointees in these positions shall hold office until their successor is elected and qualified, or until death, resignation, or removal by a majority vote of the Board. The coordinators are non-voting Board members.

The **Membership Coordinator** is a position appointed by the board and held by one person for a term of two years. The Membership Coordinator may recruit and train assistants, as needed. They will coordinate with coaches to obtain all waivers, insurance forms, and payment of dues, and are responsible for keeping records of all members, including contact information, insurance information and emergency contacts. The Membership Coordinator will maintain the Club roster in Team Cowboy (or similar scheduling software). They will be the primary contact to respond to new member inquiries, and coordinate membership recruitment opportunities, including new paddler (“demo”) days. This will include obtaining all waivers and notifying all coaches of new paddlers. They will also serve as the main contact for the insurance carrier regarding annual membership liability waivers; and will forward signed waivers to the insurance carrier. The Membership Coordinator assists in the development of the membership application form and membership policies, and reports on the status of membership at each Board meeting.

The **Racing Coordinator** is a position appointed by the board and held by one person for each of the men’s and women’s competitive programs for a term of two years. They work with the Communications Director to share information about the annual race schedule and race details when received. They coordinate with the coaches to obtain race fees, and ensure that all race forms are completed and submitted. They coordinate with coaches and steer persons to facilitate canoe loading, transport, and unloading for races. They coordinate with the equipment manager for specific equipment needs related to racing and team travel. The Racing Coordinator(s) work with the Head Coach to communicate with the OC racing organization and other OC clubs to arrange the sharing of canoes for use by BBOP and/or to loan BBOP canoe(s).

The **Safety Coordinator** is a position appointed by the Board and is held by one person for a term of two years. The Safety Coordinator reports to the President and coordinates with BBOP coaches for all safety related tasks, such as huli drills and the purchase of safety equipment. They will submit an annual budget request to the Board to facilitate budget planning. The Safety Coordinator is responsible for:

- serving as point of contact for non-urgent safety related issues,
- coordinating annual huli drills,
- coordinating an annual CPR/basic first aid training course for interested members,
- ensuring that marine radios are charged fully each week,
- working with coaches to develop and distribute safety documents (e.g. huli procedures, winter paddling rules, incident report forms, etc)
- securing safety boats and satisfying other insurance requirements for the Bellingham Bay Classic race

The **Equipment Coordinator** is a position appointed by the board and held by one person for a term of two years. The Membership Coordinator may recruit and train assistants, as needed. The Equipment Coordinator reports to the President and the Board of Directors, and coordinates equipment needs with the BBOP coaches, Race Coordinators, and the Bellingham Bay Classic Race Director. They will submit an annual budget request, and seek Board

approval for large expenditures, either planned or unexpected. The Equipment Coordinator is responsible for:

- serving as point of contact for all BBOP equipment-related tasks,
- maintaining all equipment including canoes, paddles, trailer, skirts, and carts,
- finding appropriate vendors for repairs, if not able to be done within the club,
- obtaining supplies, and equipment as needed (rope, seat pads, bailers, etc.),
- assisting BBOP Board of Directors with finding canoes for purchase, and
- obtaining approval from Board (President, at a minimum) for purchases valued at greater than \$500.00

The ***Bellingham Bay Classic Race Director*** is a position appointed by the Board and held by one person for a term of two years. They will work closely with the Communications Director, Treasurer, Fundraising Coordinator, Coaches, and the OC racing organization to plan, advertise, and conduct the annual Bellingham Bay Classic. The Race Director is responsible for

- convening the race organizing committee and leading meetings,
- securing the race venue,
- obtaining event insurance and the appropriate permits,
- providing monthly updates to the Board (more frequently, if warranted),
- tracking all expenditures related to race planning and conduct,
- ensuring completion of required responsibilities, and
- reporting to and soliciting feedback from the Board and organizing committee at the conclusion of the event.

The ***Fundraising Coordinator*** is a position appointed by the Board and held by one person for a term of two years. The Fundraising Coordinator reports to the President and works with the Communications Director on fundraising marketing and promotions, and to acknowledge donors. The fundraising coordinator is responsible for:

- convening a fundraising committee, and leading such meetings,
- coordinating at least one annual BBOP fundraiser (in addition to the Bellingham Bay Classic event),
- developing a fundraising plan,
- ensuring that donors and sponsors are properly recognized per the fundraising plan,
- coordinating and/or delegating leads for various fundraising activities, and
- ensuring that donations are documented appropriately and submitted to the Treasurer.

The ***Head Coach*** is a position appointed by the Board and held by one person for a term of two years. The Head Coach reports to the Board and is responsible for developing and communicating coaching priorities and safety measures, as well as contributing to capital planning processes that promote the success of all members and programs within the club. In cooperation with the Board, they may appoint assistant coaches, and will work with assistant coaches to develop and post practice schedules, create workouts, and set race lineups based on established criteria and club priorities. The Head Coach shall convene face-to-face coaches' meetings as needed during the regular practice season, and will work with the Safety

Coordinator to convene a safety meeting of all coaches and steer persons at least annually at the start of each season, and as needed throughout the year.

The Head Coach must be fully knowledgeable of the rules of the governing racing organization, and/or the race host. They work with the assistant coaches and Race Coordinator(s) to ensure race registration forms are complete and payment is collected for racing and trailering fees. The Head Coach should attend all race meetings of the governing racing organization.

## SECTION 5. REMOVAL FOR CAUSE

An elected officer or representative may be removed from office for cause by a recall election, which may be initiated by the general membership.

- a. A written petition for removal must be signed by at least 10% of the membership and be received by an Executive Board member.
- b. The Executive Board will notify any officer or representative who has been recommended for recall.
- c. A general membership meeting will be scheduled prior to the recall election within thirty (30) days after receipt of the recall petition. Following the general membership meeting, a recall vote shall be made available to the entire membership.
- d. The results of the recall vote will be valid if at least 50% of the membership submits a vote.

## SECTION 6. VACANCIES

Vacancies on the board of directors shall exist (1) on the end of the director's term, (2) on the death, resignation, or removal of any director, and (3) whenever the number of authorized directors is increased. Any director may resign effective-upon providing written notice to the Board.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the Washington Nonprofit Public Benefit Corporation Law.

In the event of vacancy in the office of President, the Vice-President shall become President for the balance of the term. Except for the office of the President, vacancies on the Executive Board shall be filled as follows: a) if six (6) months or more remain in the term, then by special election; and b) if less than six (6) months remains, then by appointment of the Executive Board.

Vacancies during a director's term on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice

complying with this Article of these bylaws, or (3) a sole remaining director. Vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

#### **SECTION 7. ELECTION OF DIRECTORS**

Nominations of officers shall be closed at the conclusion of the annual fall meeting following notice to all members and an open period for nominations.

Any paying member may be nominated to hold any elected position of the BBOP Board for a term of two years. A majority vote of the current membership and voting at any duly authorized meeting or electronic ballot shall determine the election of officers to the Executive Board. The official date for new directors to take over their elected responsibilities for the BBOP shall be January 1.

#### **SECTION 8. COMPENSATION**

No stated salary shall be paid a Director or Coordinator for their service on the Board. An optional reduction in the annual membership fee of no greater than 20% will be offered to each Director or Coordinator during their year(s) of service on the Board.

### **ARTICLE VI**

#### **COMMITTEES**

##### **SECTION 1. OTHER COMMITTEES**

The club shall have such other committees as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

##### **SECTION 2. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees

may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **ARTICLE VII**

### **MEETINGS**

#### **SECTION 1. BOARD OF DIRECTORS MEETINGS**

There shall be a meeting of the Board quarterly (to include both elected officials and coordinators), unless the Board deems it necessary to meet more frequently. All Board meetings shall be called by the President with at least seven (7) days written notice or by a majority of the Executive Board with at least seven (7) days written notice.

The Executive Board, by a majority vote, may call an emergency meeting of any governance body (Board or general membership) at any time. Such meetings will be limited in their decisions to dealing with the announced emergency.

The methods of participation in any particular meeting shall be set by the Executive Board as long as each meeting is conducted through some means of communication, including but not limited to direct conversation, telephone, email, or video conferencing, so that all board members participating in the meeting may simultaneously communicate with one another during the meeting.

#### **SECTION 2. BBOP MEMBERS MEETINGS**

The President shall call at least one meeting of the membership each year, and its agenda shall include the nomination of officers (as required). For membership meetings, all items on which a vote will be taken shall be listed on the agenda.

All meetings of the membership, except emergency special meetings, shall be announced by a notice to each member at least fourteen (14) days in advance of said meeting.

#### **SECTION 3. SPECIAL MEETINGS**

Special meetings of the membership may be called by the President or the Executive Board or within thirty (30) days of the receipt of a petition to the President signed by ten (10) percent of the members.

#### SECTION 4. INFORMAL ACTION BY DIRECTORS

Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing (including by electronic means) setting forth the action so taken, shall be provided by all of the directors.

#### SECTION 5. ACTION WITHOUT A MEETING

Any action required to be taken or which may be taken at a meeting of the members or directors may be taken without a meeting if a consent in writing (including by electronic means) setting forth the action so taken shall be provided by all of the members or directors entitled to vote; and such consent shall have the same force and effect as a unanimous vote of such members or directors.

#### SECTION 6. VOTING

A member entitled to vote at a meeting may do so either in person or by proxy. Each member shall be entitled to one vote.

### **ARTICLE VIII**

#### **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

##### SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the club 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. Unless so authorized, no officer, agent, or member shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

##### SECTION 2 - CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the club shall be approved by the treasurer unless over \$1,000 or not on the approved budget. For purchases above \$1,000 or not on the budget, approval will be required by the Board.

##### SECTION 3. DEPOSITS

All funds of the club shall be deposited from time to time to the credit of the club in such banks, trust companies, or other depositories as the board of directors may select.

#### SECTION 4. GIFTS

The board of directors may accept on behalf of the club any contribution, gift, bequest, or devise for the charitable or public purposes of this club.

### **ARTICLE IX**

#### **CONDUCT AND DISCIPLINE**

The conduct of each BBOP member has a direct effect upon the entire club. It is of the utmost importance that each member conducts themselves, whether at a race, practice, club outing, or meeting with the highest degree of sportsmanship and consideration for fellow members, opposing clubs and the general public. If at any time any club member shows anything less, they may be subject to disciplinary action or possible dismissal from the club. Disciplinary action taken against any member may be taken by the head coach, the President, or by the Board. Disciplinary action may include practice restriction or race restriction or club dismissal. Club dismissal must be decided by a unanimous vote of the Board.

### **ARTICLE X**

#### **INDEMNITY**

Any person made a party to any action, suit or proceeding by reason of the fact that they are or were a director, officer, agent, member or representative of this club or of any association which they served as such at the request of this club, shall be indemnified by this against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense of such action, suit or proceeding or any appeal thereof, except in relation to matters as to which it shall be adjudged in such actions, suit or proceeding that such director, officer, agent or representative was liable for negligence or misfeasance in the performance of their duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement or any reimbursement resulting therefrom as being in the best interests of the club.

The amount of indemnity to which any person may be entitled by reason of this provision shall be fixed by the Board of Directors. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from the provisions of this section.

## **ARTICLE XI**

### **CORPORATE RECORDS, REPORTS, AND SEAL**

#### **SECTION 1. MAINTENANCE OF CLUB RECORDS**

The club shall keep at its principal office in the State of Washington:

- (a) Minutes of all meetings of directors, committees of the board and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
  - (i) A copy of the club's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the club at all reasonable times during office hours.

#### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal or club logo. Such seal shall be kept at the principal office of the club. Failure to affix the seal to club instruments, however, shall not affect the validity of any such instrument.

#### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the club.

#### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the club, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the club, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

- (i) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

#### SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

### **ARTICLE XII**

#### **REVISIONS AND AMENDMENTS**

Proposals to amend these Bylaws may be made by the Executive Board or by petition of ten (10) percent of the membership. The Bylaws may be amended by a majority vote of the Executive Board of Directors, provided that two (2) weeks' notice in writing of the proposed amendments has been given to each member of the Board. All club members shall be notified of the new revision or amendment by the Board.

Amendments to these bylaws shall be ratified by a simple majority ballot vote of the members voting. Notice of the proposed amendment(s) and voting period shall be delivered to each member at least twenty (20) days in advance. Voting, at the discretion of the Executive Board, may be part of an annual or special meeting or through other established voting procedures. Amendments shall become effective immediately following an affirmative vote by a majority of those members voting, unless otherwise provided.

If a majority of the club members feel that the new revision or amendment is not acceptable, they may call for a discussion of the bylaw revision(s). If during the discussion it is agreed, by majority vote of the membership, that the bylaw should be changed or removed, then the section shall be changed.

## CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the club named in the title thereto and that such bylaws were duly adopted by the board of directors of said club on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_, Secretary