

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

Article 1
Name

The name of this corporation is Metro Aquatics Boosters.

Article 2
Offices

2.1 Principal Office

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 5705 - 95th Ave. Ct. W., Tacoma, in the county of Pierce, Washington. The directors may change the location of the principal office at any time. Any change of this location shall be noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location.

2.2 Other Offices

The board of directors may at any time establish branch or subordinate offices at any place or places within Washington or where the corporation is qualified to conduct its activities.

Article 3
Purposes and Objectives

3.1 Non-profit Corporation

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Washington nonprofit corporation act (Chapter 24.03 RCW) for charitable purposes.

3.2 Tax-Exempt Status

This corporation is organized exclusively for charitable and educational purposes and for the purpose of providing support for the competitive aquatic sports teams sponsored by Metro Parks Tacoma within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on by:

- (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or
- (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Article 4
Nonpartisan Activities

This corporation has been formed under the Washington nonprofit corporation act for the public purposes described above and it shall be non-profit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in

any activities or exercise any powers that are not in furtherance of the purposes described above.

Article 5
Dedication of Assets

The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code 501(c)(3). That organization shall be Metro Parks Foundation, if it qualifies as a distributee under this Article.

Article 6
Membership

6.1 Qualifications

(a) There shall be one class of membership in this corporation consisting of:

- (i) the parents or legal guardians of and living with minor children who participate in amateur competitive athletic activities conducted by the corporation,
- (ii) the parents or legal guardians of former minor children who participated a minimum of 36 months in amateur competitive athletic activities conducted by the corporation.
- (iii) minor children who participate in amateur competitive athletic activities conducted by the corporation, and
- (iv) emancipated persons who participate in amateur competitive athletic activities conducted by the corporation.
- (v) The Head Coach and current members of the Metro Aquatics coaching staff.

Members shall pay such dues and fees as may from time to time be fixed by the board of directors.

(b) No person may hold more than one membership or a fractional membership. The right of members to vote shall be determined as provided in Section 7.7(a).

6.2 Fees and Dues

Each member must pay, as determined by and within the time and on the conditions set by, the board of directors, an initiation fee, if any, and monthly and/or annual dues to be determined and in amounts to be fixed from time to time by the board of directors. Fees and/or dues may be set differently for athletes, parents, and coaches.

6.3 Termination of Membership

(a) Causes of termination. The membership of a member shall terminate upon occurrence of any of the following events:

- (i) the resignation of the member,
- (ii) the failure of the member to pay dues or assessments, if required, within the times set forth by the board of directors,
- (iii) the determination by the board of directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

the corporation or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation.

(b) Procedure for expulsion. Following the determination that a member should be expelled under subparagraph (iii) above, the corporation shall follow the expulsion procedure set forth in Washington nonprofit corporation act 24.03.103 RCW.

6.4 Transfer of Membership

No member may transfer for value a membership or any right arising from such membership. All rights of membership cease upon a member's death.

Article 7 **Meetings of Members**

7.1 Place of Meeting

Meetings of the membership shall be held at any place within the State of Washington as designated by the board of directors. In the absence of any such designation, members' meetings shall be held at the principal office of the corporation.

7.2 Annual Meeting

The annual meeting of members shall be held on the first Tuesday in October each year, unless the board of directors fixes another date and so notifies the members as provided in Section 7.4. If the scheduled date falls upon a legal holiday, the meeting shall be held on the next business day. All officers and committee chairs shall present a report at the annual meeting.

7.3 Special Meeting

(a) Authorized persons who may call. A special meeting of the members for any lawful purpose may be called at any time by any of the following: the board of directors, the president, or five percent or more of the members.

(b) Calling meetings by members. If a special meeting is called by members other than the board of directors, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the president, any vice-president or the secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 7.4, that a meeting will be held and the date for such meeting, which date shall be not less than 10 nor more than 90 days following the receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing or affecting the time when a meeting of members may be held when the meeting is called by action of the board of directors.

7.4 Notice of Members' Meetings

(a) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with Section 7.4(c) not less than 10 nor more than 90 days before the date of this meeting. The notice shall specify the place, date and hour of the meeting and:

(i) in the case of a special meeting, the general nature of the business to be transacted and no other business may in that case be transacted, or

(ii) in the case of the annual meeting, those matters which the board of directors, at the time of giving the notice, intends to present for action by the members.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) removing a director without cause;
- (ii) filling vacancies on the board of directors by the members;
- (iii) amending the Articles of Incorporation; or
- (iv) voluntarily dissolving the corporation.

(c) Manner of giving notice. Notice of any meeting of members shall be given either personally or by first-class mail, electronic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either:

- (i) notice is sent to that member by first-class mail or electronic or other written communication to the corporation's principal office, or
- (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located.

Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by electronic or other means of written communication.

(d) Affidavit of mailing notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary of the corporation giving the notice and, if so executed, shall be filed and maintained in the minutes book of the corporation.

7.5 Quorum

(a) Percentage required. Thirty-three and one-third percent (33 1/3%) of the voting members shall constitute a quorum for the transaction of business at a meeting of the members.

(b) Loss of quorum. The voting members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the voting members required to constitute a quorum.

7.6 Adjourned Meeting

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the voting members represented at the meeting, either in person or by proxy; provided, however, that in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article 7.0. No notice need be given of the adjourned meeting if the time and place are announced at the meeting to be adjourned. No meeting may be adjourned for more than 45 days.

7.7 Voting

(a) Eligibility to vote. The members eligible to vote shall be those members defined in Section 6.1(a). For members defined in Section

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

6.1(a). (i) and (ii), there shall only be one vote per household for voting members. Such vote shall only be exercised by an adult and, in the event such adults fail to agree how such vote should be cast, then the vote shall be disallowed. For members defined in Section 6.1(a). (iii) and (iv), there shall be one vote per member.

(b) Manner of casting votes. Voting may be by voice or ballot, provided that any election of directors may be by ballot if demanded by any voting member before the voting begins.

(c) Only majority of voting members represented at meeting required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the voting members represented by the meeting, entitled to vote and voting on any matter (other than the election of directors), shall be the act of the members, unless the vote of a greater number or voting by classes is required by Washington nonprofit corporation act.

7.8 Waiver of Notice or Consent by Absent Voting Members

(a) Written waiver or consent. The transaction of any meeting of members, either annual or special, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present in person or by proxy and, if either before or after the meeting, each member entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 7.4(b), the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by attendance. Attendance by a voting member at a meeting shall constitute a waiver of notice of that meeting, except when the voting member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

7.9 Action by Written Consent without a Meeting

(a) General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

(b) Solicitation of written ballots. The corporation shall distribute one written ballot to each voting member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 7.4 for giving notice of special meetings. All solicitations of votes by ballot shall:

- (i) indicate the number of responses needed to meet the quorum requirement;
- (ii) with respect to ballots other than for the election of directors, state the percentage of approvals necessary to pass the measure(s); and
- (iii) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall: (1) set forth the proposed action; and (2) provide the voting members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth. Directors may be elected by written ballot.

(c) Quorum; majority. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot.

(d) Revocation. No written ballot may be revoked after delivery to the corporation or deposit in the mails, whichever first occurs.

(e) Filing. All such written ballots shall be filed with the secretary of the corporation and maintained in the corporate records.

7.10 Record Date for Member Notice, Voting, Giving Consents and Other Actions

(a) To be determined by board of directors. For the purposes of determining which members are entitled to vote or to take any other action, the board of directors may fix in advance a record date, which shall not be more than 60 nor fewer than 10 days before the date of any such meeting. For the purpose of determining which members are entitled to receive notice of any meeting, the record date shall not be more than 90 nor fewer than 10 days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to take other action, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the Washington nonprofit corporation act.

(b) Failure of board to determine date.

(i) Record date for notices or voting. Unless fixed by the board of directors, the record date for determining those members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. Unless fixed by the board of directors, the record date for determining those members entitled to vote at a meeting of members shall be the date of the meeting.

(ii) Record date for written consent to take action without meeting. Unless fixed by the board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the board has been taken, shall be the day on which the first written ballot is mailed or solicited. When prior action of the board has been taken, it shall be the day on which the board adopts the resolution relating to the action.

(iii) Record date for other actions. Unless fixed by the board, the record date for determining those members entitled to take any other action shall be the date the board adopts the resolutions relating thereto, or the 60th day prior to the date of such other action, whichever is later.

(iv) Record date means as of close of business. For purposes of this subsection (b), an organization, association or agency holding membership as of the close of business on the record date shall be deemed the member of record.

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

7.11 Proxies

(a) Right of voting members. Any voting member may authorize another person or persons to act by proxy with respect to his or her membership. Such proxy shall be signed by the voting member and filed with the secretary of the corporation. A proxy shall be deemed signed if the voting member's name is placed on the proxy (whether by manual signature, typewriting, electronic transmission or otherwise) by the member or the member's attorney in fact.

(b) Revocability. A validly executed proxy shall continue in full force and effect unless:

(i) revoked by the voting member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such voting member or by personal attendance and voting at a meeting by such voting member or

(ii) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to the proxy is counted, provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy.

(c) Form of solicited proxies. In any election of directors, any form of proxy that is marked by a voting member "withhold", or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. If the corporation has 100 or more voting members and solicits proxies from 10 or more of them regarding more than one proposal to be submitted to a vote of the members, it shall afford an opportunity on the proxy to specify approval or disapprove of each matter (or related group of matters) intended to be acted upon at the meeting for which the proxy is solicited and shall provide that when the voting member specifies a choice with respect to any such matter the vote shall be cast in accordance therewith. Failure to comply with this paragraph shall not invalidate any corporate election taken but may be the basis for challenging the proxy at a meeting.

Article 8

Number and Composition of Board of Directors

The board of directors of the corporation shall consist of no fewer than three and no greater than five directors all of whom must be members of the corporation. The Board shall have authority to increase or decrease the number of Directors (but not below three (3)) by resolution of the Board from time to time without amendment of this section of these Bylaws. At all times, there must be at least one athlete director elected by Metro Aquatics athletes; and one coach director elected by the staff on the Board. The remaining one to three directors will be elected by the general membership.

Article 9

Election of Directors

9.1 Nominations and Solicitations for Votes

(a) Nominating committee. The president shall appoint a committee from the voting members to select qualified candidates for election to the board of directors at least two months before the date of any election of directors. The nominating committee shall make its report at least 30 days before the date of the election and the secretary shall forward to each member, with the notice of meeting required by Section 7.4, a list of candidates nominated. The nominating

committee shall not include any persons who are then serving as officers or directors of the corporation.

(b) Athlete members eligible to be Directors will have represented Metro Aquatics in a minimum of two competitions at least 14 months apart within the 48 months preceding elections.

(c) Nominations by voting members. Voting members may nominate candidates for directorships by filing a petition with an officer of the corporation at any time before the second day preceding such election. On timely receipt of a petition signed by the required number of voting members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

(d) Nominations from the floor. If there is a meeting to elect directors, any voting member present at the meeting, in person or by proxy, may place names in nomination.

(e) Use of corporate funds to support nominee. No corporate funds may be expended to support a nominee for director.

9.2 Vote Required to Elect Director

Candidates receiving the highest number of votes shall be elected as directors.

Article 10
Directors

10.1 Powers

(a) General corporate powers. Subject to the provisions of the Washington nonprofit corporation act and any limitations in the Articles of Incorporation and these bylaws relating to action required to be proved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) select all officers, agents and employees of the corporation; remove all officers, agents and employees of the corporation other than coaches and prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these bylaws;

(ii) change the principal office or the principal business office in the State of Washington from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of Washington; and designate any place within the State of Washington for the holding of any members' meeting or meetings, including annual meetings;

(iii) adopt, make and use a corporate seal and, where appropriate, alter the form of the seal;

(iv) develop an annual budget and borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities.

10.2 Election and Term of Office of Directors

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

Directors shall be elected at the first meeting of the members of the corporation and shall hold office until the close of the next annual meeting; provided, however, that if any annual meeting is not held or the directors are not elected thereat, they may be elected at any special members' meeting held for that purpose. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

10.3 Vacancies

(a) Events causing vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following:

- (i) the death, resignation or removal of any director;
- (ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Washington nonprofit corporation act 24.03.1031 RCW;
- (iii) the vote of the voting members or, if the corporation has fewer than 50 voting members, the vote of a majority of the voting members, to remove a director; provided, however, that no director who was designated as such, rather than elected by the voting members, may be removed without the written consent of the person or persons who designated such director;
- (iv) the increase of the authorized number of directors;
- (v) the failure of the voting members at any meeting of members at which any director or directors are to be elected to elect the number of directors to be elected at such meeting.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the president, the secretary or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office as of the date when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Vacancies filled by directors or members. Except for a vacancy created by the removal of a director, vacancies on the board of directors may be filled by a majority of directors then in office or by a sole remaining director. The voting members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors and vacancies created by the removal of a director but any such election by written consent shall require the consent of a majority of the voting power.

(d) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(e) Restriction on interested directors. Not more than 49% of the persons serving on the board of directors at any time may be interested persons. An interested person is:

- (i) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise,

excluding any reasonable compensation paid to a director as director and

(ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

(f) Restriction on related directors. No director shall be related to any other director by marriage or otherwise. However, any violation of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

10.4 Place of Meetings; Meetings by Telephone

Regular meetings of the board of directors may be held at any place within the State of Washington that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the board shall be held at any place within the State of Washington that has been designated in the notice of the meeting or, if not stated in the notice or, if there is no notice, at the principal office of the corporation. Notwithstanding the above provisions of this Section 10.4, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another and all such directors shall be deemed to be present in person at such meeting.

10.5 Annual Meeting

Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business, notice of this meeting shall not be required.

10.6 Other Regular Meetings

Other regular meetings of the board of directors shall be held without call at such time as shall from time to time be fixed by the board of directors. Such regular meetings may be held without notice.

10.7 Special Meetings

(a) Authority to call. Special meetings of the board of directors for any purpose may be called at any time by the president, the vice president, the secretary or any two directors.

(b) Notice

(i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by electronic mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(ii) Time requirements. Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned or given to

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

the telegraph company at least 48 hours before the time set for the meeting.

(iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal office of the corporation.

10.8 Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10.10. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the Washington nonprofit corporation act, particularly those provisions relating to: (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

10.9 Waiver of Notice

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if: (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or any approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before, or at its commencement, about the lack of adequate notice.

10.10 Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

10.11 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

10.12 Action without Meeting

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

10.13 Fees and Compensation

Directors and members of committees shall receive: (a) no compensation for their services and (b) such reimbursement of expenses as may be determined by resolution of the board of directors to be just and reasonable.

Article 11
Officers

11.1 Officers

The officers of the corporation shall be a president, vice president, a secretary, a treasurer, and a scholarship administrator. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president. The scholarship administrator shall be a member of the coaching staff.

11.2 Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 11.3, shall be chosen by the board of directors and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

11.3 Subordinate Officers

The board of directors may appoint, and may authorize the president or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the bylaws or determined from time to time by the board of directors.

11.4 Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, upon vote of two-thirds of the directors on the board of directors at any regular or special meeting of the board or, except in case of an officer chosen by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

11.5 Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

11.6 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in Section 11.2 for regular appointments to that office.

11.7 Responsibilities of Officers

(a) President. The president shall, subject to the control of the board of directors, generally supervise, direct and control the business and the officers of the corporation. The president shall preside at all meetings of the members and at all meetings of the board of directors. The president shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

(b) Vice president. In the absence or disability of the president, the vice president shall perform all the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors.

**Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation**

Simply Suits Advisory Board

(c) Secretary. The secretary shall attend to the following:

(i) Book of minutes. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors and members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings and the proceedings of such meetings.

(ii) Membership records. The secretary shall keep, or cause to be kept, at the principal office as determined by resolution of the board of directors, a record of the corporation's members, showing the names of all members and their addresses.

(iii) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by the bylaws to be given. He shall keep the seal of the corporation in safe custody. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(d) Treasurer.

(i) Books of account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(iii) Bond. If required by the board of directors, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for the faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in his possession or under his control on his death, resignation, retirement or removal from office.

(e) Scholarship administrator. The scholarship administrator is solely responsible for distributing scholarship funding to athletes for training, competition, travel, or social activities. Scholarship money dispersed must adhere to guidelines set, and may not exceed amounts budgeted, by the board of directors.

11.8 Fees and Compensation

Officers shall receive: (a) no compensation for their services and (b) such reimbursement of expenses as may be determined by resolution of the board of directors to be just and reasonable.

12.1 Purpose

The Simply Suits Advisory Board (SSAB) is organized exclusively to oversee and govern the Simply Suits Committee.

12.2 Board Membership

There shall be not less than six (6) or more than **twenty-five (25)** members of the advisory board.

12.3 Terms of Office

Except as set forth below in Section 12.6, a term of office shall be defined as one term of three (3) years. Terms of office shall be so arranged, whenever possible, that 1/3 of the terms of office shall expire each year. No person shall be elected as a board member for more than two (2) consecutive three (3) year terms in his or her own right unless the board member is subsequently elected as an officer after the completion of their term. Filling an unexpired term resulting from a vacancy does not count towards the consecutive requirement.

12.4 Metro Aquatics Boosters Representation of Advisory Board Members

At least two (2) Metro Aquatics Boosters (MAB) board members shall be SSAB members. In the event of a vacancy in either of the two MAB Board positions on the SSAB, the MAB Board President shall serve on the SSAB until such time as the vacancy is filled through the appointment process. If the MAB President is currently a member of the SSAB, then the MAB President will designate a replacement to serve until a successor is named to fill such vacancy.

12.5 Nomination and Appointment of Advisory Board Members

The Simply Suits Nominating Committee shall nominate candidates from the MAB general membership for review and consideration by MAB and the MAB Board shall appoint SSAB Members.

12.6 Extension of Expired Terms

SSAB reserves the right to extend an expired term for a SSAB member who is currently involved in a major project and whose continued involvement as a member would be beneficial to the Simply Suits Committee. SSAB may extend the member's term by a 2/3 vote of the members present. The member's term is subject to annual review.

12.7 Diversity

SSAB shall reflect the diversity of the community that the Simply Suits Committee serves.

12.8 Removal of Advisory Board Members

SSAB members may remove any member of its board with or without cause and the MAB Board may advise SSAB to remove any member. Just cause may include, but is not limited to, excessive absenteeism, breach of fiduciary responsibility or guilt of fraudulent or dishonest acts that are detrimental to the agency or upon request of the Member. The affirmative of 2/3 of the members present and voting is necessary for removal.

12.9 Advisory Board Responsibility

SSAB members shall demonstrate a commitment to the values, mission and vision of Simply Suits. SSAB members shall have responsibilities including, but not limited to, the following:

(a) To plan and oversee the work of the Agency.

Article 12

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

- (b) To ensure that the agency complies with all applicable components of the Americans with Disabilities Act (ADA)
- (c) To adopt a long-range plan for future growth and expansion of the Agency and continuously refine such plan as warranted.
- (d) To select a certified public accountant for the purpose of an audit.
- (e) To approve an annual budget.
- (f) To approve any voluntary dissolution, merger, or consolidation of the Agency, sale or transfer of the Agency assets, the creation or acquisition of any subsidiary or affiliate corporation.
- (g) Provided that the Agency is a subsidiary member of the PARENT, the President of the PARENT with input from the Agency Board of Directors shall have the sole right and responsibility to appoint any employees of the Agency.

12.10 Advisory Board Meetings

The Board shall meet at least four (4) times a year.

- (a) Quorum. A majority of the number of Board members serving at that time shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board provided that if less than a quorum of the members are present at said meeting a majority of the members present may adjourn the meeting from time to time without further notice.
- (b) Special Meetings. Special meetings may be called by the Board Chair or upon written request of three (3) Board members. The object of such meetings shall be stated in the call, and no other business shall be transacted. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice or by telephone call. The business to be transacted at, and the purpose of, any special meeting of the Board shall be specified in the notice of such meeting.
- (c) Voting without Meetings. The SSAB may vote without a meeting by written ballot, by mail balloting or electronic balloting or telephone provided that none of the voting members of the Board objects to the procedure. A SSAB member may vote in person or by proxy executed in writing by the Board Chair. No proxy shall be valid after three months from the date of its execution, and each proxy shall be revocable unless expressly made irrevocable in the proxy document or by law.
- (d) Conflicts of Interest. Board members will excuse themselves from any discussion or vote in which they have a conflict of interest.
- (e) Executive Session. The Board may convene an executive session of the Board (closed to any non-Directors) by 2/3 vote of those Board Members present at a meeting at which a quorum is present.

12.11 Advisory Board Officers

The officers shall be Chair, Vice Chair, Secretary, Treasurer, and Immediate Past Chair. They must be voting directors of the Board and shall be elected at the annual meeting.

- (a) Elections. Officers shall be elected for one year terms and no officer may serve more than three (3) consecutive one (1) year terms in any single officer position, provided, however, that serving in any officer position shall not count towards the cumulative term limits for SSAB members. An officer shall be permitted to serve an additional term provided there is a two-thirds vote of approval by the SSAB.

- (b) Vacancies. A vacated office shall be filled by the Executive Committee.

(c) Duties.

- i. Chair: The SSAB Chair shall: preside at the SSAB meetings; appoint, oversee, and serve as ex-officio member of the committees; chair the Executive Committee; report the work and affairs of Simply Suits at the MAB annual meeting.
- (ii) Vice Chair: The Vice Chair shall in the absence of the Chair assume all of his/her duties to the Simply Suits, SSAB and MAB.
- (iii) Secretary: The Secretary shall keep a full and accurate record of the Board meetings.
- (iv) Treasurer: The Treasurer shall: oversee the custodian of the funds and securities of the Agency; Insure that proper financial systems with adequate internal controls are in place that provide for proper financial reporting on a timely basis; periodically insure that appropriate controls and procedures are in place to protect Simply Suit's assets; keep full and accurate accounts of all financial transactions; present a current written financial statement at the regular SSAB meetings; and deliver to his/her successor all financial records in his/her possession.
- (v) Immediate Past Chair: The Immediate Past Chair shall be an officer and member of the Executive Committee and shall provide continuity of information and history to the Board of Directors.
- (vi) In the absence of the Chair and the Vice Chair, the Board shall elect a Chair Pro Tempore.

12.12 MAB Board of Directors Active Participation

SSAB will report to the MAB Board of Directors on such financial and programmatic matters as the MAB Board of Directors determines, at its sole discretion, may be necessary or appropriate. The MAB Treasurer shall actively participate in the Simply Suits annual budget process and the Simply Suits budget shall be subject to approval by the MAB Board of Directors.

Article 123
Committees

123.1 Committees

- There shall be standing committees for fundraising; communication and marketing; team; advocacy; [Simply Suits](#), and administration, finance and travel. From time to time the board of directors or general membership may authorize by resolution additional standing committees and ad hoc committees as the board or directors shall deem necessary. Any committee, to the extent provided in these bylaws or resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:
- (a) take any final action on matters which, under the Washington nonprofit corporation act, also requires members' approval or approval of a majority of all the members;
 - (b) fix compensation of the directors for serving on the board or on any committee;
 - (c) amend or repeal bylaws or adopt new bylaws;
 - (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
 - (e) expend corporate funds to support a nominee for director; or
 - (f) approve any transaction:
 - (i) to which the corporation is a party and one or more directors have a material financial interest; or

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

(ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

(iii) that may bind the corporation without at least two directors voting and the majority of all directors on the committee approving the transaction.

12.3.2 Appointment

All committees shall be appointed by the president, with the advice and consent of the board of directors, and the president shall further appoint the chairperson of each committee. Nondirectors shall be eligible for appointment as members of committees, but may not serve as the chairperson of any committee in the absence of specific authorization by the board of directors. Each committee must have at least one coach member and 20% athlete representation. If athletes make up fewer than 20% of committee membership, athlete votes shall be weighted to guarantee at least 20% representation.

12.23.3 Scope and Responsibilities of Standing Committees

(a) Fundraising committee. The fundraising committee oversees all revenue generating business of the corporation, including:

- (i) hosting of swim meets;
- (ii) advertising;
- (iii) sponsorship;
- (iv) fundraising events;
- (v) specific fundraising activity attached to individual travel funds; and
- (vi) other responsibilities and tasks as directed by the board of directors.

(b) Communication and marketing committee. The communication and marketing committee shall communicate our team goals and services to future members; and current news, information to current and past members. The communication and marketing committee shall act as a conduit between athletes, parents, coaches, and Metro Parks Tacoma; ensuring best possible communication to and from all entities by:

- (i) update pool bulletin boards;
- (ii) work with Metro Parks Tacoma on swim team representation in Metro Parks' guide books, website, and other specific outlets of program information;
- (iii) set up booths at local neighborhood fairs;
- (iv) administer and maintain team website;
- (v) compose and submit press releases to news outlets. Coordinate other efforts to represent Metro Aquatics in the news;
- (vi) distribute recruitment flyers to local schools, swim teams and learn-to-swim programs;
- (vii) publish other flyers as needed by the organization;
- (viii) coordinate recruiting activities, such as "Bring a Friend Day.";
- (ix) administer new member welcoming procedures; and
- (x) other responsibilities and tasks as directed by the board of directors.

(c) Team committee. The team committee will maintain the team identity, morale, and support for all members all entities, and is responsible for:

- (i) maintain apparel inventory;
- (ii) plan and coordinate social team functions;
- (iii) support members while they represent Metro Aquatics;

(iv) support members in their non-team endeavors, including high school swimming and academia;

(v) administer apparel supplying, including team caps; and

(vi) other responsibilities and tasks as directed by the board of directors.

(d) Advocacy committee. The advocacy committee will build Metro Aquatics' presence in the community, using the organization to promote the aquatic sports, local schools and teams, safety, and to help others who may benefit by:

- (i) plan and coordinate community service efforts;
- (ii) maintain positive park relations;
- (iii) support local schools and school swim teams;
- (iv) support the sport of swimming in the community;
- (v) secure pool access for Metro Aquatics and other aquatic entities;
- (vi) recruit volunteers from membership and the community to help with our endeavors; and
- (vii) other responsibilities and tasks as directed by the board of directors.

(e) Administration, finance & travel committee. The administration, finance & travel committee shall ensure the continued institutional integrity and long-term fiscal stability of the organization. Responsibilities of the administration, finance & travel committee include:

- (i) administer budget accounts, ensuring fiscal responsibility;
- (ii) oversee all assets and liabilities of the corporation;
- (iii) invest any monies to maximize returns and enhance overall portfolio;
- (iv) manage bank accounts and set and implement monetary policies;
- (v) perform annual review and coordinate periodic outside audits;
- (vi) provide quarterly financial reports to president and committee chairs, outlining year-to-date status and highlighting any concerns;
- (vii) manage business structure to reflect mission statement;
- (viii) determine allocation of unbudgeted surplus revenue;
- (ix) oversee all travel arrangements and expenses; and
- (ix) set criteria for basis of scholarship awards.

(f) [Simply Suits Committee \(Simply Suits\)](#).

(i) Purpose. [Simply Suits](#) is organized exclusively as an agent of Metro Aquatics Boosters (MAB) and shall operate in a manner consistent with maintaining MAB's status as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. To the extent consistent with the foregoing, [Simply Suits](#) attends to the following purposes: providing need-based community members access to necessary swimming resources; providing local community members volunteer opportunities to support the organization; acquiring untainted swimwear and swim equipment to sanitize and distribute to swimming participants; and such other charitable, scientific or educational purposes and activities within the meaning of Section 501(c)(3) of the Code as may be in furtherance of and consistent with such purposes; and to perform or conduct such other auxiliary, related or other functions as may be necessary, convenient, appropriate or permitted for the carrying out of such purposes; provided, however, that no action may be taken by

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

Simply Suits that a nonprofit corporation is not permitted to take under the Washington nonprofit corporation act (Chapter 24.03 RCW) for charitable purposes and that is not permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

(ii) Fiscal Year. Simply Suits' fiscal year shall be the same as Metro Aquatics Boosters.

(iii) Budget Adoption. A budget, prepared by the SSAB Treasurer, shall be submitted to the MAB Board of Directors two (2) months prior to the beginning of the fiscal year. After adoption of the budget by the MAB Board, any unbudgeted items must be MAB Board-approved.

(iv) Restrictions on Authority. Notwithstanding anything to the contrary herein, Simply Suits must obtain the approval of the MAB Board of Directors for the following actions: to buy or sell assets over \$1,000; to incur debt exceeding \$1,000; to enter into a lease, contract, or otherwise obligate the Agency for any sum in excess of \$500 annually; to enter into any cooperative agreement with another organization or organizations that would commit organizations resources in excess of \$500; or to enter into any corporate affiliations, joint ventures, or similar collaborative arrangement.

(v) Simply Suits [sub]Committees

1. Simply Suits Standing Committees.

(a) The number of committees shall be determined by the SSAB.

(b) The SSAB Chair shall appoint the committees. Where advisable non-board members may be used.

(c) Each committee shall keep minutes of its meetings.

(d) No committee shall contract, nor become indebted except by authority of the SSAB.

(e) The Committee may adopt rules necessary to conduct its duties.

2. Simply Suits Executive Committee

(a) This committee, consisting of the SSAB officers, shall act for the full SSAB in the interim between regular meetings.

(b) The SSAB Chair or any two (2) SSAB members may call meetings at any time; three (3) SSAB members present constitute a quorum. Actions taken shall be reported to the regular SSAB meetings for approval.

3. Simply Suits Planning Committee

(a) This committee shall consist of at least 3 members, including at least 2 from the SSAB.

(b) Its purpose is to establish a long-range plan for direction and growth of Simply Suits.

4. Simply Suits Nominating Committee

(a) This committee shall consist of at least 2 SSAB members.

5. Other Simply Suits Committees

SSAB may establish ad hoc committees as needed.

(vi) Employees. All Simply Suits employees shall be appointed by the President of MAB with input from the SSAB. It shall be the responsibility of the Agency Board of Directors to supervise, evaluate and remove employees of the Agency.

(vii) Dissolution of the Committee. Upon the dissolution of the Simply Suits Committee all of its assets shall be distributed to MAB.

123.4 Meetings and Action of Committees

Meetings and action of committees shall be governed by and held and taken in accordance with, the provisions of Article 10 of these bylaws concerning meetings of directors, with such changes in the context of those bylaws 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 determined either by resolution of the board of directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

Article 134 **Fiscal Year**

134.1 Fiscal Year

The fiscal year of the corporation shall be September 1 to August 31, unless otherwise determined by resolution of the board of directors.

Article 145 **Investments**

145.1 Reinvestment

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction. However, no action shall be taken by or on behalf of the corporation if such action would result in the denial of the corporation's income tax exemption under Code section 501(c)(3).

145.2 Commingling

The board of directors shall incorporate as assets of the corporation all property received and accepted by the corporation and, subject to any limitations, conditions, or requirements which may be a part of any gift, may commingle any assets of the corporation with any other of the corporation's assets, or may maintain any asset or assets in segregated funds or accounts whenever in their sole discretion they shall determine such segregation to be in the best interest of the corporation or when the conditions, limitations, or instructions of any gift, grant, bequest, or devise shall require such segregation.

Article 156 **Indemnification of Directors, Officers, Advisory Board** **Members, Employees, and Other Agents**

156.1 Definitions

For the purpose of this article:

(a) "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) "proceeding" means any threatened, pending, or completed action or proceeding to which the corporation or its agent is a party, whether civil, criminal, administrative or investigative; and (c) "expenses" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position

or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

156.2 Successful Defense by Agent

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article 15 or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 15.3 through 15.5 hereof shall determine whether the agent is entitled to indemnification.

156.3 Action Brought by Persons Other than the Corporation

Subject to the required findings to be made pursuant to Section 15.5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Washington nonprofit corporation act, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

156.4 Action Brought by or on Behalf of the Corporation

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) the determination of good faith conduct required by Section 15.5, below, must be made in the manner provided for in that section; and

(ii) upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

156.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 15.3 and 15.4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found in the manner provided below to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with subsection (a) above shall be made by:

(i) the board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) the voting members by an affirmative vote (or written ballot in accord with Section 7.9) of a majority of the voting members represented and voting at a duly held meeting of members at which a quorum is present, which affirmative vote also constitutes a majority of the required quorum; provided, however, that the person to be indemnified shall not be entitled to vote; or

(iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the attorney of the agent or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this corporation.

156.6 Limitations

No indemnification or advance shall be made under this Article 15, except as provided in Sections 15.2 or 15.5(b)(3) hereof, in any circumstance when it appears:

(a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or

(b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

156.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

amount of the advance, unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article 15.

156.8 Contractual Rights of Non-directors and Non-officers

Nothing contained in this Article 15 shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

156.9 Insurance

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Article 156.

Article 167
Records and Reports

16.1 Maintenance of Corporate Records

The corporation shall keep:

- (a) adequate and correct books and records of account;
- (b) minutes in written form of the proceedings of its members, board and committees of the board;
- (c) a record of its members, giving their names and addresses. All such records shall be kept at the corporation's principal office.

16.2 Members' Inspection Rights

- (a)
 - (i) For a purpose reasonably related to such person's interest as a member, any member of the corporation may inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested; or
 - (ii) obtain from the secretary of the corporation, on written demand and on the tender of the secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled; and
- (b) Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members and the board and committees of the board, at any reasonable time, for a purpose reasonably related to such member's interest as a member.
- (c) Any inspection and copying under this section may be made by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

16.3 Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and bylaws as amended, to

date, which shall be open to inspection by the members or other authorized representatives at all reasonable times during office hours.

16.4 Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations, if any. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

16.5 Annual Report to Members

At such time that the corporation consists of more than one hundred members and has assets exceeding \$10,000, it shall, not later than 120 days after the close of the corporation's fiscal year, cause an annual report to be sent to the members and directors. Such report shall contain the following information in reasonable detail:

- (a) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) any information required by Section 16.6. The report required by this section shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

16.6 Annual Statement of Certain Transactions and Indemnifications

No later than the time the corporation gives its annual report, if any, to the members, and in any event no later than 120 days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to each member and director a statement of the amount and circumstances of any transaction or indemnification of the following kind: (a) Any transaction(s) in which the corporation, its parent or its subsidiary, if any, was a party, and in which either of the following had a direct or indirect financial interest: (i) any director or officer of the corporation, its parent or subsidiary, if any, (a mere common directorship shall not be considered such an interest); or (ii) any holder of more than 10% of the voting power of the corporation, its parent or its subsidiary, if any, if such transaction involved over \$50,000, or was one of a number of transactions with the same person involving, in the aggregate, over \$50,000.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article 15 hereof, unless such indemnification has already been approved by the members pursuant to Section 15.5(b)(ii).

Article 17
Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Washington nonprofit

Bylaws of Metro Aquatics Boosters
a Washington Non-profit Public Benefit Corporation

corporation act shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes both the corporation and a natural person.

Article 18
Amendments

18.1 Amendment by Members

New bylaws may be adopted or these bylaws, [except Articles 12 and 13.3\(f\)](#), may be amended or repealed by approval of the majority of the voting members. Further, where any provision of these bylaws requires the vote of a larger proportion of the voting members than otherwise required by law, such provision may not be altered, amended or repealed except by the vote of such larger number of voting members. No amendment may extend the terms of a director beyond that for which such director was elected.

18.2 Amendment by Directors

Subject to the rights of members under Section 18.1 and the limitations set forth below, the board of directors may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- (a) The limitation set forth in Section 1 on the members' power to adopt, amend or repeal bylaws shall apply to actions by the board of directors.
- (b) The board of directors may not amend a bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors. However, if the articles or bylaws provide for a variable number of directors within specified limits, the directors may, subject to the other limitations of this Section, adopt, amend or repeal a bylaw fixing the exact number of directors within those limits.
- (c) If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.
- (d) The board of directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:
 - (i) any provision increasing the terms of directors;
 - (ii) any provision allowing one or more directors to hold office by designation or selection rather than election by the members;
 - (iii) any provision giving the board of directors power to fill vacancies on the board created by removal of directors;
 - (iv) any provision increasing the quorum for members' meetings;and
 - (v) any provision repealing or restricting proxy rights or expanding proxy rights created by law.

[\(e\) Articles 12 and 13.3\(f\) of these Bylaws may be altered, amended or repealed only by an affirmative vote of two-thirds of the SSAB members present at any regular or special SSAB meeting at which a quorum is present, provided that proper written notice of such meeting and of the proposed changes in Bylaws is given at least 10 days prior to the meeting at which such changes are to be presented for approval. The Bylaws changes must then be presented to the MAB board of directors for approval by the board of directors. No](#)

[Article 12 or 13.3\(f\) Bylaw amendment shall be effective unless approved by the MAB board of directors.](#)

Certificate of Secretary

I, the undersigned, certify that I am the presently elected and acting secretary of Metro Aquatics Boosters, a Washington non-profit public benefit corporation, and the above bylaws, consisting of 21 pages, are the bylaws of this corporation as adopted by unanimous written consent of the board of directors on this 25th day of October, 2011.

Date: _____

Secretary: _____