

**BYLAWS  
OF  
BAINBRIDGE ISLAND SWIM CLUB BOOSTERS**

**ARTICLE I.  
OFFICES**

**1.1 Registered Office.** The Bainbridge Island Swim Club Boosters (“**BISC Boosters**” or “**Corporation**”) shall at all time maintain in the State of Washington a registered agent, whose business office shall be the registered office of the organization as fixed by the Board of Directors.

**1.2 Other Offices.** The BISC Boosters may also have such other offices within or outside the State of Washington as the Board of Directors may designate and as its affairs may require.

**ARTICLE II.  
NATURE, PURPOSES, AFFILIATION**

**2.1 Nature of Corporation.** The BISC Boosters is a nonprofit corporation formed under the laws of the State of Washington which also shall be organized and operated exclusively in accordance with the meaning and provisions of section 501(c)(3) of the United States Internal Revenue Code (“**Code**”) and its regulations thereunder.

**2.2 Primary Purposes.** The BISC Boosters is organized and operated exclusively for the purposes in its Articles of Incorporation, including its amendments. Without limiting those purposes, BISC Boosters will (i) support and foster the Bainbridge Island Swim Club (“**Team**”), a competitive swim program operated by the Bainbridge Island Metropolitan Park and Recreation District (“**BIMPRD**”), a public park district organized pursuant to chapter 35.61 of the Revised Code of Washington; and (ii) create opportunities for young people to learn and develop through competitive swimming.

**2.3 Affiliation.** The Team and BISC Boosters are affiliated with USA Swimming, Inc. (“**USA Swimming**”), and Pacific Northwest Swimming, Inc. (“**Pacific Northwest Swimming**”), the regional administrative division of USA Swimming.

**ARTICLE III.  
MEMBERS**

**3.1 General.** The Corporation shall have two classes of members: (i) voting members; and (ii) nonvoting members. There shall be one voting member per family. Additional types of members, the manner of election or appointment of each class of members, and the qualifications and rights of each may be established by amendment to these Bylaws.

**3.2 Qualification.** Members shall only be individuals who are parents or legal guardians

(“**Parent**” or “**Parents**”) of a child or dependent who is a competitive swimmer (hereinafter “**Swimmer**”) in good standing with the Team (“**Team**” defined in Article II). A Swimmer’s good standing and status is exclusively determined by the Team.

**3.2.1 Admission.** Membership to the Corporation occurs when a Swimmer is admitted to the Team. Membership will automatically terminate when the member has no active or eligible Swimmer with the Team. Whether a Swimmer is active or eligible is determined by the Team; a Swimmer who takes a temporary leave of absence, as defined by the Team, shall not disqualify a Parent from membership. The Board, by resolution, may prescribe other admission’s criteria, guidelines, volunteer requirements and procedures for termination of membership to the Corporation for reasons other than a Swimmer’s eligibility.

**3.2.2 Equality.** No member shall ever be disqualified by reason of race, sex, religious belief, sexual orientation, disability, or national heritage.

**3.3 Right and Responsibilities.** Members shall support the nonprofit purposes of the Corporation as set for in its Articles. As described below, voting members shall have the right to elect and remove Class One Directors serving on the Board and shall vote on matters presented to the membership by the Board. Voting members must also approve a plan of distribution of assets upon dissolution of the Corporation. Nonvoting members shall have the right to advise the Board, assist the Corporation in its programs, and serve on committees. Responsibilities for members will include, but not be limited to, assisting with running the Team’s competitions and clinics, record keeping, assisting with activities that support the Swimmers and coaches, engaging in activities that educate, encourage, and foster competitive swimming, and assisting with other such matters deemed necessary by the Board.

**3.4 Voting.** Voting members shall elect and remove Class One Directors and vote on matters the Board presents to the membership for consideration. The details are as follows:

**3.4.1 Designation; Number.** There shall be one voting member per family regardless of the number of Parents or Swimmers associated with the family and regardless of whether Parents reside in the same household. A Swimmer’s “family” is determined according to the Team’s registration. If more than one Parent is registered for a Swimmer’s family, each family shall designate who is the voting member; such designation may change at the family’s discretion.

**3.4.2 Notification.** In the case where a swimmer has Parents or Legal Guardians who reside in separate households, one Parent may notify the Secretary or President as to who is the voting member. Such designation shall remain in effect until written notice of a change is given to the Secretary or President.

**3.4.3 Voting Method.** Voting members will vote in person at a meeting where a quorum is present except when the Board determines that voting by electronic transmission (“voting electronically,” “electronic voting” or “electronic ballot”) is needed.

**3.4.4 Quorum; Decision.** At a membership meeting, a quorum is one-third (1/3) of the voting members present or by proxy. At a meeting with a quorum, a majority of the voting members of the quorum is required for a decision of the membership, except with respect to (i) removal of a Director (two-thirds vote); and (ii) dissolution (which requires a vote of the majority of all members). A member may be “present” at a meeting when attending via electronic communication in which all other members can hear that member in real time (e.g. telephone or video conference). When the Board determines electronic voting is necessary, a majority of all the voting members is considered a decision of the membership except with respect to removal of a Director (see Art. 4.14).

**3.4.5 Proxies.** For any membership meeting where a voting member is unable to attend, he or she may vote by executing a proxy. Such proxy must be signed, written and filed with the Secretary before start of the membership meeting. A “signed” proxy will include electronic signatures but any electronically signed proxies must be received and viewed by the Secretary before the meeting. A proxy shall automatically become invalid six (6) months after the date of its execution. A proxy with respect to a specific meeting shall entitle the holder to vote at any reconvened meeting following any adjournment, but the proxy shall not be valid after the final adjournment of the specific meeting.

**3.4.6 Electronic; Without Meeting.** When voting electronically or without a meeting, the ballot shall be emailed or made electronically available (e.g. secure website) within a reasonable time period before or after a membership meeting. For electronic voting, members shall be given notice ten (10) days before the electronic voting closes. No proxies shall be permitted for electronic voting.

### **3.5 Member Meetings.**

**3.5.1 Place, Participation.** Meetings of the members (“**Annual Member Meeting**”) may be held by resolution of the Board at any place within the State of Washington as the Board designates. Members may participate in any meeting by telephone conference, internet or video conference or other electronic means provided such means are available at the meeting location and members are able to hear one another through such means.

**3.5.2 Annual Meeting.** The Annual Member Meeting shall be held in the spring at a location in the State of Washington to be set by the Board. If no location is set by the Board, the Annual Member Meeting shall be held at the regular place of business of the Corporation. Notice of the specific date and time of the annual meeting may be given by electronic transmission, publication on the Team’s website, or by written notice posted at the regular place of business.

**3.5.3 Regular Meeting.** No regular meeting of the members is required.

**3.5.4 Special Meeting.** The President or a majority of the Board may call a special meeting of the members for any purpose from time to time. Members may call a special member meeting by one third (1/3) of the voting members agreeing to hold a special meeting. Notice of any special meeting shall be given to members by the Secretary or a Director designated by the

Secretary, by mail, electronic transmission, publication on the Team’s website or written notice posted at the regular place of business. Notice of a special meeting shall be given at least ten (10) days prior to the date on which the meeting is to be held. The purpose of the special meeting shall be stated in the notice.

**3.5.5 Notice, Consents, Waivers.** Notice of any member meeting or actions to be taken by the members as well as any consent or waivers of notice by the members may be given by electronic transmission, including by e-mail or publication on the Team’s website, at least ten (10) days before the meeting. Attendance at a meeting shall constitute a waiver of notice, except where a member attends for the express purpose of objecting to the transaction of business because he or she alleges the meeting is not properly convened.

## **ARTICLE IV. BOARD OF DIRECTORS**

**4.1 General Powers.** The Board of Directors (“**Board**”) shall have the general power to manage and control the affairs and property of the Corporation and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board. Directors shall agree to fulfill the purposes of the Corporation in accordance with the Articles; to be loyal to the Corporation without regard to personal interest; and to engage in individual judgment while at all times endeavoring to discern the collective judgment of the Board and the overall best interests of the Corporation. All Directors shall agree to serve in a leadership position within the Corporation, whether as an officer, committee chair, program liaison or other position created by the Board.

**4.2 Classes, Power, Election, Term.** BISC Boosters shall have two (2) classes of directors: (1) Class One, the voting Directors; and (2) Class Two, the nonvoting Directors. Class One Directors shall have the power to vote on all matters for Board decision.

**4.2.1 Number - Class One.** Class One Directors shall consist of no fewer than three (3) but no more than fifteen (15) individuals. The Board may change the number from time to time by amendment to these Bylaws provided no decrease in number shall have the effect of shortening the term of an incumbent.

**4.2.2 Number - Class Two.** Class Two Directors are nonvoting Directors who serve as advisors to the Board. Class Two Directors shall consist of no less than one (1) but no more than three (3) individuals. Class Two Directors shall be comprised of the Team’s head coach, assistant coach(es), or other employee of BIMPRD who work with its swimming program. Class Two Directors shall be appointed by the Team’s head coach. If the head coach is unable or unwilling to appoint, though, Class Two Directors will be chosen by majority vote of the Class One Directors.

**4.2.3 Election – Class One.** Before the Board’s annual meeting, the membership may nominate individuals to serve as Class One Directors. Election for the open position(s) of the Class One Directors shall be by a majority of the voting members, which shall occur, except in the case of filling vacancies, at the Board’s annual meeting or by electronic ballot (e.g. email or

website based) within a reasonable period of such meeting.

**4.2.4 Term – Class One.** Each Director shall hold office for one (1), two (2) or three (3) years with the staggered terms, or thereafter until his or her successor is elected and qualified. There shall be no term limit for Class One Directors so long as such Directors are elected by the members upon expiration of his or her term and otherwise qualified as members of the Corporation (see above). There shall be staggered terms of office for Class One Directors so that at least one-third (1/3) shall be up for election each year (or if the number does not evenly divide by thirds, the number up for election shall be as close to thirds as the Board determines is reasonably possible).

**4.2.5 Term – Class Two.** Class Two Directors shall serve a term at the discretion of the head coach of the Team. There shall be no term limit. If the head coach does not appoint Class Two Directors, and as such Class Two Directors are elected by the Board, he or she shall serve a term of one year or until his or her successor is qualified and appointed by the head coach.

**4.3 Delegation.** Consistent with the Articles of Incorporation, and amendments thereto, the Board may delegate the management of the activities of the Corporation to any member or persons or committee, provided that the overall affairs of the Corporation shall be managed and all corporate powers exercised under the ultimate direction of the Board.

**4.4 Service.** All Directors shall agree to hold a leadership position within the Corporation whether it be as an officer, committee chair, program liaison or other key position created by the Board.

**4.5 Vacancies.** Any vacancy of the Class One Directors occurring on the Board prior to the expiration of a term shall be filled by such qualified member as selected by the remaining Class One Directors. Such Director who is chosen to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

**4.6 Annual and Regular Meetings.** The Board shall hold its annual meeting in the spring at such time and place as the Board shall prescribe, which may coincide with the Annual Member Meeting. The Board shall hold regular meetings at a time and place so prescribed. Regular meeting will be held monthly unless reasonable cause does not permit, and in such case shall be at least held quarterly.

**4.6.1 Notice.** Notice of a regular Board meeting or the Board's annual meeting may be given by electronic communication, including by e-mail (after a Board member has consented to receive e-mail notice) or publication on the Team's website. No specified time period or type of notice is required for regular meetings. Notice of the annual meeting shall be given to the Board at least ten (10) days prior to the meeting.

**4.6.2 Consents, Waivers.** Actions to be taken by the Board as well as any consent or waivers of notice by the Board may be given by electronic communication, including by e-mail or publication on the Team's website.

**4.7 Special Meetings.** Special meetings of the Board may be called by or at the request of the President or any two (2) Class One Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable date, hour, and place, either within or without the State of Washington as the date, hour, and place for holding any special meeting of the Board called by them.

**4.8 Notice.** Notice of any special meeting of the Board shall be given at least ten (10) days before the meeting by written notice delivered personally or sent by mail or sent by other means of electronic transmission to each Director at his address as shown in the records of the Team. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in an envelope so addressed with postage paid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall act as a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**4.9 Quorum; Proxies.** A majority of the total number of Class One Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board; but, if less than a majority of the Class One Directors are present at a meeting, a majority of the Class One Directors present at that meeting may adjourn the meeting without further notice. Proxies for a Class One Director shall not be permitted.

**4.10 Action; Decision Making.** The act of a majority of the Class One Directors present at a meeting at which a quorum is present, unless a greater number is otherwise required by these Bylaws, shall be considered an act of the Board. The Board shall conduct meetings using parliamentary procedures, such as Robert's Rules of Order.

**4.11 Compensation.** Directors shall not receive compensation or salaries for their services but may be reimbursed for reasonable expenses incurred on behalf of the Corporation. Nothing in these Bylaws shall be construed to prevent a Director from assisting the BISC Boosters in an outside capacity and receiving reasonable compensation so long as the transaction is at arm's length and the Corporation follows its conflict of interest policy.

**4.12 Confidentiality.** Directors and officers shall exercise the utmost discretion regarding all matters of official business of the BISC Boosters. All Directors, officers and members shall refrain from any action and avoid any public pronouncement that might reflect adversely upon the Corporation, and the Team and that has not been made public by the Corporation except as authorized by the Board.

**4.13 Informal Action.** Any action by the Board may be taken without a meeting (e.g. electronic voting or electronic transmission) if all Class One Directors sign or submit an electronic consent setting forth the action so taken. Such consents may be signed in two or more counterparts or submitted by separate electronic means, each of which shall be deemed as original and all of which, taken together, shall constitute the same document. Any such consent

shall be inserted in the minute book as if it were the minutes of a Board meeting.

**4.14 Resignation; Removal.** A Director may resign from the Board at any time by giving notice of his or her resignation in writing addressed to the President or Secretary or by presenting the resignation at an annual, regular, or special meeting of the Board. Any Director may be removed, with or without cause, by two-thirds (2/3) of the voting members (members with the right to vote) represented at a meeting where a quorum is present or by proxy.

## **ARTICLE V. REGULAR COMMITTEES**

**5.1 Purposes.** The Board may establish by resolution regular committees, such as an Executive Committee, Program Committee or Outreach Committee, to assist it in the performance of its duties. The Board may select committee members from among the general membership so long as at least one Class One Director is the committee chair. When necessary, nonmembers may serve on a committee so long as the nonmember is approved by the Board.

**5.2 Number, Election, and Term of Office.** The number of committee members of each regular committee shall be determined by the Board. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board and shall serve until resignation or removal by the affirmative vote of a majority of the Board. In all cases, a committee shall include at least two Class One Board members.

**5.3 Committee Leaders.** The President may designate a committee Chair from among the Board and a committee Vice Chair from among the Board or general membership. The Chair, Vice Chair, and any other leaders of each such regular committee shall have such duties as the Board prescribes.

**5.4 Vacancies.** Vacancies in the membership of any committee shall be filled by the Board.

**5.5 Quorum.** Unless otherwise provided in the resolution of the Board designating the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of that committee.

**5.6 Rules.** Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board.

**5.7 Powers.** Each regular committee shall have such powers as the Board may grant it consistent with laws of the State of Washington, the Articles of Incorporation, and the Bylaws. All committees will regularly report to the Board in the manner so prescribed by the Board.

## **ARTICLE VI. ADVISORY COMMITTEES**

**6.1 Purpose.** The Board may establish advisory committees and such other committees as it considers appropriate and necessary for its function. Members of any advisory committee shall be selected from the membership of the Corporation except that persons having specialized knowledge relating to the Corporation's management and function who are not members may serve so long as a majority of the advisory committee is comprised of member of the Corporation. The purpose of all such committees shall be to advise the Board on such matters relating to the BISC Boosters, nonprofit management and swimming.

**6.2 Number, Election, and Term.** The number of members of each advisory committee shall be as determined by the Board. Members of each advisory committee shall be elected by the affirmative vote of a majority of the Board and shall serve a term so determined by the Board or until resignation or removal by the affirmative vote of a majority of the Board.

**6.3 Powers.** Each advisory committee shall have the power to advise the Board and such other powers as the Board may grant it consistent with the law, the Articles of Incorporation, including amendments, and these Bylaws. Each advisory committee will report to the Board in a manner and frequency as the Board prescribes.

## **ARTICLE VII. OFFICERS**

**7.1 Officers.** The officers of the Corporation shall be the President, Vice President (President-elect), Secretary, Treasurer, Equipment Manager, Meet Director, Communications Director and Member(s)-at-Large. The Board may create other officer positions to hold office for such period, have authority, and perform such duties as may be provided by Board resolution. Officers shall be Class One Directors unless no Class One Directors are willing and able to serve as officers. Except for the position of President and if no Class One Directors are willing and able to serve, Officers may be members who are not Directors. If no members are willing and qualified to serve as Officers, except for the position of President, Officers may be selected from qualified persons who are interested in the purposes of the Corporation.

**7.1.1 Nomination.** Before the Board's annual meeting, the membership may nominate and elect members to serve as officers, except for the position of President. The position of President shall first be filled by the most recently serving Vice President (President-elect). Officers ultimately serve at the discretion of the Board. The Board reserves the right to confirm nominations. If the membership does not nominate person(s) to fill open officer positions or if the Vice President is unwilling or unable to serve, the Board will nominate and elect qualified Class One Directors, members or other qualified individuals to serve as officers.

**7.1.2 Household Limit.** The same person or persons in the same immediate family (e.g. a Swimmer's Parents) may not serve in more than one officer position unless there are no other members who are willing and able to serve. In no instance, though, shall the same person or persons within an immediate family simultaneously serve as the President and Secretary; President and Treasurer; Secretary and Treasurer; or President, Secretary and Treasurer.

**7.1.3 Allowance.** When necessary, two or more individuals may share one officer



position, except the position of President and Secretary cannot be the same person.

**7.2 Election and Term of Office.** The Board will provide the members with an opportunity to nominate and select open officer positions with ultimate confirmation by the Board, except for the office of President. If the membership does not nominate someone to serve as an officer, then the Board shall nominate and elect a Class One Director or if none, a member to serve. Further, new officer positions may be created and filled by the Board as needed. Officers shall serve for a minimum term of one (1) year, and thereafter, until his or her successor has been duly elected or appointed, as the case may be, and qualified.

**7.3 Removal.** Any Officer may be removed with or without cause upon an affirmative vote of two-thirds (2/3) of the Board of Directors at a meeting with a quorum present. Removal of an officer creates a vacancy.

**7.4 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by majority vote of the Board of Directors for the unexpired portion of the term.

**7.5 President.** The President shall be a Class One Director. In general, the President shall perform all duties incident to the office and such other duties assigned by the Board. The President shall be the chair or lead officer and preside over the Board, supervise and control assets, business and affairs of the Corporation. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise executed in another manner. The position of President shall be filled by the person serving as Vice President immediately following expiration of that term. In the event the President is unable to fulfill his or her term, the Vice President shall serve, and if unable or unwilling, the Board shall elect a Director to serve as President for the remainder of the term. After serving as President, the President shall serve as a Member-at-Large.

**7.6 Vice President.** In the event of absence, resignation, inability to act or removal of the President, the person who serves as Vice President may assume the office of President to fill the remainder of the term or until a successor can be elected and qualified. The Vice President shall serve as the parliamentarian and interpret the Bylaws. The Vice President shall assist the Treasurer in creating an annual report and shall perform such other duties, such as assisting the Chief Operating Officer with resolving facilities and training issues, from time to time as may be assigned by the President. The Vice President shall also be known as the President-elect to serve as President following expiration of his or her Vice Presidential term and upon confirmation by the Board.

**7.7 Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records; keep records of the name and address of each Director; sign with the President or other officer so authorized, deeds, mortgages, bonds, contracts, or other instruments, and perform such other duties incident to the office of Secretary

and as from time to time may be assigned to him by the President or by the Board.

**7.8 Treasurer.** The Treasurer shall be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the BISC Boosters and deposit all such monies in the name of the BISC Boosters in such banks, trust companies or other depositories as shall be selected by the Board; and perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall prepare an annual report and cause to be kept regular books of account and oversee any financial reports or tax returns required by state or federal law. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

**7.9 Equipment Manager.** The equipment manager shall be responsible for maintaining existing equipment during its useful lifecycle, repairing equipment - or contacting the appropriate parties to assist - when equipment is not functioning properly, and researching and identifying suitable equipment options for the Board when new equipment is required by the Corporation. The equipment manager will also serve as a liaison with the training facility or facilities, as well as other aquatic groups who may also share usage of the equipment. The Equipment Manager shall also perform other duties the Board prescribes.

**7.10 Meet Director.** The Meet Director shall be responsible for managing the Corporation's USA Swimming, Inc. sanctioned competitions. The Meet Director will also assist with maximizing membership participation in running swim competitions and serving as advisor for any non-sanctioned or practice meets sponsored by the Corporation. The Meet Director will be responsible for selecting and training a replacement before expiration of his or her term. The Meet Director shall perform other duties the Board prescribes.

**7.11 Communications Director.** The Communications Director shall be responsible for overall communications that facilitate exchange of information among swimmers, coaches, and members. Duties may include maintenance of the Team's website or other member communication tools as well as external communication about the Corporation's programs, events and activities. The Communications Director shall perform other duties the Board prescribes.

**7.12 Member(s)-at-Large.** The Member or Members-at-Large position shall provide assistance to the Board in operation of its programs, including working with the Equipment Manager and Meet Director, and maximizing member participation. This position should include the immediate past President who will provide advice and leadership to the Board regarding past practices and other matters of governance. The immediate past President shall serve for one (1) year as a Member-at-Large. A Member-at-Large shall perform other duties the Board prescribes.

**7.13 Other Officers, Duties.** The Board may find it necessary to create other officer positions that will hold office for such period, have authority and perform such duties as may be provided by Board resolution. Any officer may be assigned by the Board additional titles or duties as the

Board decides by resolution.

## **ARTICLE VIII. ADMINISTRATIVE PROVISIONS**

**8.1 Contracts.** The Board may authorize any Officer or Officers, agent or agents of the BISC Boosters, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the BISC Boosters, and such authority may be general or confined to specific instances.

**8.2 Checks, Drafts, and Similar Documents.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the BISC Boosters, shall be signed by the President, Vice President, Secretary or Treasurer and in such manner as shall from time to time be determined by resolution of the Board of Directors. Two signatures are required by all checks in excess of \$10,000.

**8.3 Deposits.** All funds of the BISC Boosters shall be deposited to the credit of the BISC Boosters in such banks, trust companies or other depositories as the Board may select.

**8.4 Gifts and Contributions.** The Board may accept on behalf of the BISC Boosters any contribution, gift, bequest, or devise for the purpose of the BISC Boosters. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Washington, the Articles of Incorporation and any other relevant jurisdiction. Further, all contributions, gifts, bequests or devises shall at all times inure to the benefit of the Corporation and be used for its purposes.

**8.5 Reimbursement of Expenses.** Any request for reimbursement of expenses must be submitted to the Treasurer in writing within ninety (90) days of the expenditure.

**8.6 Conflicts of Interest.** It is a policy of the Corporation to avoid conflicts of interest and the appearance thereof in decision making. Every Director, Officer and person acting on behalf of the Corporation who becomes aware of an actual or apparent conflict of interest on any matter pending before the Corporation for decision shall disclose any conflict of interest *before* such decision is made and recuse him or herself from deciding on the matter. Each Director and Officer shall complete a Conflict of Interest disclosure form as prescribed by the Board.

**8.7 Confidentiality.** All Directors, officers, members, employees and volunteers of the Corporation shall exercise the utmost discretion regarding all matters of official business. In doing so, such persons shall refrain from any action and avoid any public pronouncement that might reflect adversely upon the Corporation and shall not communicate information that has not been made public except in the course of regular duties or as authorized by the Board.

**8.8 Annual Report.** The President, with assistance from the Treasurer and Vice President, shall cause an annual report to be sent to all the Directors as soon as practicable after the close of the Corporation's fiscal year.

**8.9 Restrictions.** The Corporation shall not (i) have capital stock and no part of its net earnings shall inure to the benefit or be distributed to any Director, officer or other individual having a personal or private interest in the activities of the Corporation; and (ii) participate in or intervene in any political campaign on behalf or in opposition to any candidate for public office. Further, it shall not engage in activity that involve the carrying on of propaganda or influencing legislation except to the extent allowed under the Code. In any taxable year in which the Corporation qualifies as a public charity, it may engage in permissible legislative activity allowed under the “safe harbor” standard prescribed by the Code.

**ARTICLE IX.  
BOOKS AND RECORDS**

The BISC Boosters shall keep books and records of account and keep minutes of the proceedings of its Board of Directors and any committees having any of the authority of the Board of Directors.

**ARTICLE X.  
FISCAL YEAR**

The fiscal year of BISC Boosters shall begin on the first day of August and end on the last day of July in each year.

**ARTICLE XI.  
INDEMNIFICATION**

BISC Boosters shall indemnify its Directors, officers, employees, members and volunteers for activities associated with BISC Boosters to the fullest extent permitted by the laws of the State of Washington.

**ARTICLE XII.  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of the State of Washington or under the provisions of the Articles of Incorporation or the Bylaws of the BISC Boosters, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equal to the giving of such notice.

**ARTICLE XIII.  
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) vote of the Board present at any annual, regular or special meeting, if at least fifteen

(15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

CERTIFICATE OF BYLAWS OF  
THE BAINBRIDGE ISLAND SWIM CLUB BOOSTERS

I, the undersigned, certify as follow:

- (1) That I am the duly elected and acting Secretary of the above-named entity; and
- (2) That the foregoing document constitutes the Bylaws of the entity as duly adopted by the Bainbridge Island Swim Club Boosters on \_\_\_\_\_, 2019.

DATED: \_\_\_\_\_

\_\_\_\_\_  
Board Secretary