

By-laws of
Inglemoor Sports Booster Foundation Inc.
A Washington State Non-profit Public Benefit Corporation
Draft as of February 2015

Article I Name

The name of the organization shall be The Inglemoor Sports Foundation, a Washington Non-profit Public benefit Corporation.

Article II Principle Office

The principle office for the transaction of the activities of the Foundation is located at Inglemoor High School (IHS) 15500 Simonds Road Northeast, Kenmore, WA 98028. The specific building site on campus is the second floor in the gym building designated by the Northshore School District (NSD). The board of Directors may change the principal office of the Corporation to another location in Kenmore, Washington without the necessity of an amendment to these Bylaws.

Article III Purpose

Section 1. This foundation 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 Public Benefit Corporation Law for Charitable purposes.

Section 2. The general purpose of the foundation shall be to initiate, sponsor, promote and carry out plans, policies, and activities that will tend to further the development of all athletic programs at Inglemoor High School (IHS) and athletic programs for middle school aged students attending any of Inglemoor middle schools (public and private) or who are otherwise home-schooled through Northshore School District (NSD) and to engage in all lawful activities and operations usually and normally engaged in by an association promoting and supporting high school and middle school athletic programs.

Section 3. The specific purposes of the foundation are

- a. To encourage students to actively participate in athletic programs at Inglemoor High School and at the middle school age level through participation in the Middle School Age Sports Club or to serve as volunteer assistants in such activities.
- b. To promote attendance at athletic activities by the parents and friends of the athletes, the community, the students and the faculty of the high school.
- c. To raise funds to support the athletic programs at IHS and the Middle School aged Sports Club by serving as coordinator of the fundraising activities of various groups engaged in raising funds for any specific athletic programs.
- d. To provide volunteer services which support the IHS athletic department and the various associated athletic programs.
- e. To support, promote and maintain a high standard of integrity and sportsmanship in all IHS and middle school aged level athletic activities.
- f. To encourage the establishment of and support for each specific high school and athletic program and the middle school aged sports club in general.
- g. To maintain an avenue of discussion and input between the athletic community, as represented by the Inglemoor Sports Foundation, and the Governing Board of the Northshore Unified School District.
- h. Through implementation of the Inglemoor Sports Foundation Middle School Aged Sports Club, specifically offering middle school aged sport athletic opportunity, as permissible, for sports operating at IHS, foster expanded support and participation of the IHS athletic program.

Article IV Authority and Affiliations

Section 1 Inglemoor Sports Foundation shall be governed by a Board of Directors.

Section 2 The foundation will affiliate with organizations who are in good standing and who submit a representative member to the Foundation including, but not limited to:

- a. Any Inglemoor High School Sports Booster Club Representative;
- b. Any Inglemoor Middle School Age Sports Club Representative;

Section 3 The Foundation will administer the ISF Middle School Age Sports Club and work in cooperation with the IHS Athletic Department and the IHS Booster Clubs. In doing so, the Foundation will affiliate with Northshore School District and any other private and/or public middle schools.

Article V Membership

Section 1. The Foundation will have two classes of members; voting members and non-voting members as set forth herein. A member must be a person dedicated to the purposes of this foundation and who complies with the rules of the Foundation.

1a. Voting members: The class of voting members of the foundation shall consist of all Executive Board Members, one representative from each Inglemoor Middle School Aged Sport Club, and One representative from each IHS booster club or athletic program organized and operated to Promote a specific sport for which the Inglemoor High School awards a "letter" ,(see Operating Rules). All voting members shall serve without pay.

1b. Non-Voting Members: The class of non-voting members shall consist of those persons who Have been appointed or approved as a member by the Board of Directors or who have paid for an annual membership in the Foundation in an amount established by the Board of Directors.

Section 2. Voting members meeting the requirements for Section 1a of this Article and qualifying For membership shall have right to vote at the Annual General Meeting and any Special General Meeting on those matters presented by the Board of Directors or as specifically provided for by these Bylaws. In addition, members shall have all rights afforded to members under the Washington Nonprofit Public Benefit Corporation law.

Section 3. Voting at the Annual General Meeting and any Special General Meeting regarding items as outlined in Section 2 of this Article is limited to one vote per member present; individuals may not cast vote for more than one position. As all voting is done in person, proxy votes are not allowed. In the event, that one person holds two positions (i.e. an Executive Board Member and a IHS or Inglemoor Middle School Aged Sports Club representative), that person may only vote once and may not transfer their other position to another representative for voting purposes. Transfers may occur otherwise if needed at any time for non-voting representation.

Section 4. Termination and Suspension of Membership

4.01 Cause. A membership shall terminate on occurrence of any of the following events:

- a. Resignation of the member, on reasonable notice to the corporation; expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the specific

sports club;

- b. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- c. Expulsion of the member under Section 4.03 of this Article based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the foundation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the foundation.
- d. Executive Board Members who miss 3 or more monthly board meetings without explanation shall be dismissed.

4.02 Suspension of Membership. A member may be suspended, under Article 4.03 of this Article, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

4.03 Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion for suspension of a member under Section 4.01 and 4.02 of this Article, the procedure set forth below shall be followed.

- a. The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class mail or registered mail to the member's last address as shown on the corporation's records.
- b. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the expulsion or suspension. The hearing shall be held, or The written statement considered, by the Board or by the committee or person authorized by The Board to determine whether the expulsion or suspension should take place.
- c. The Board, committee or person shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board, committee or person shall be final.
- d. Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

Section 5. Transfer of memberships

Membership or right arising from membership maybe transferred from one IHS Booster or Inglemoor Middle School Ages Sport Club Coordinator to another. However, in the event of, multiple coordinators or co-representatives, each sport will only be afforded one vote at the Annual Meeting or any Special Meeting. All membership rights cease on the member's death or dissolution of the corporation.

Section 6. Meetings and Members

6.01 Meetings of the Foundation shall be held at a place and time designated by the Board. In the absence of any such designation, meetings shall be held at the Foundation's principal office.

6.02 Annual General Meeting: The Annual General Meeting of the membership shall be held each fiscal year in the month of September at a date and time as determined by the Board.

- a. The board shall submit the time and location of the Annual General Meeting at least 10 days in

advance. The meeting must be held prior to September 30th of each calendar year unless otherwise postponed and approved by the Board for cause. If postponed, the Board shall not postpone the annual election for more than 6 months.

b. The order of business at this meeting shall be:

1. Call to Order
2. Acceptance or Amendment of previous Board Meeting minutes.
3. Treasurer's Report.
4. Upcoming Year's Budget Report & Approval (If required)
5. Annual Bylaw Review & Approval- (only if changes are proposed)
6. Elections of Executive Board Members
7. For the "Good of the Game"
8. Adjournment

c. All voting at the Annual General Meeting shall be by written ballots or hand count.

6.03 Special Meetings

- a. A special meeting of the members for any lawful purpose may be called at any time by the Executive Board, or by twenty five (25) percent or more of the voting members.
- b. A Special Meeting called by any persons (other than the Executive Board members) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, Chief Executive Officer, Vice President or Secretary of the corporation.
- c. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Sections 6.01, 6.02, and 6.03 of this Article, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, the date shall be at least seven (7) but not more than ten (10) days after the receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or Persons requesting the meeting may give the notice.
- d. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.
- e. No business, other than the business the general nature of which is set forth in the notice of the meeting, may be transacted at a Special Meeting.

Section 7. Notice of Requirements for Members' Meetings

7.01 General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, written and/or verbal notice of the meeting shall be given, in accordance with Sections 6.02 and 6.03 of this Article, to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting and,

- a. For a Special Meeting, the general nature of the business to be transacted, and no other business may be transacted, or,
- b. For the Annual Meeting, the general nature of those matters that the Board, at the time notice is given, intends to present for action by the members, but except as provided in Section 7.02 of this Article, any proper matter may be presented at the meeting. The notice of any Meeting at which Directors are to be elected shall include the names of all persons who are Nominees when notice is given, except as provided in Article 8, Section 3 of these bylaws.

7.02 Notice of Certain Agenda Items. Approval by the members, of the following proposals, other than By unanimous approval by those entitled to vote, is valid only if the notice states the general nature of the proposal or proposals;

- a. Removing a Director without cause;
- b. Amending the articles of incorporation or the bylaws; or
- c. Electing to wind up and dissolve the corporation

7.03 Manner of Giving Notice. Notice of any meeting or members, in which an action item is to be considered, shall be in writing or verbal and shall be given at least seven (7) but no more than thirty (30) days before the meeting date. The written notice shall be given either personally; or by first class, registered, or certified mail by other means of written communication, including E-mail; and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation, or at the address or E-mail address given by the member to the corporation for purposes of notice.

7.04 Affidavit of Mailing Notice. An affidavit of the mailing or E-mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, and if so executed, shall be filed and maintained in the corporation's Minute Book.

Section 8. Quorum

Thirty Three (33%) of the voting members shall constitute a quorum for the transaction of business and only matters that may be voted on are those of which notice of their general nature was given under Section 7.03 of this Article. Subject to the preceding sentence, the members present at a duly called or held meeting at which a quorum is initially present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, and any action taken must be still approved by at least a majority of the members remaining.

Section 9. Adjournment and Notice of Adjournment Meetings

Any member's meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting in person. No meeting may be adjourned for more than forty-five (45) days. When a member's meeting is adjourned to another time or place, notice need not be given for the adjournment meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If the time and place to which the meeting is adjourned are not announced, a notice of the adjourned meeting shall be given to each member who, on the date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 10. Voting

10.01 Eligibility to Vote. Subject to provisions of the Washington Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be members in good standing as of the record date determined under Section 12 or this Article.

10.02 Manner of Casting Votes. Voting may be by voice or ballot, except that any election of a Director must be by ballot if demanded by any member of the specific sports club electing that Director at the meeting before the voting begins.

10.03 Approval of Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the Washington Nonprofit Public Benefit Corporation Law or by the Articles of Incorporation.

Section 11. Waiver of Notice or Consent by Absent Members

11.01 Written Waiver of Consent. The transactions of any meeting of members, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if:

- a. a quorum is present either in person, and
- b. either before or after the meeting, each member entitled to vote not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting.

The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 7.02 of this Article, the waiver of notice, consent or approval 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.

11.02 Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at the meeting, unless the member objects at the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 12. Action without a meeting

12.01 Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The actions by written consent shall have the same force and effect as the unanimous vote of the members.

12.02 Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with Sections 12.02, 12.02.2 of this Article.

12.02.1 Solicitation of Written Ballots. The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 7.03 of this Article.

All solicitations of votes by written ballot shall:

- a. Indicate the number of responses needed to meet the quorum requirement
- b. With respect to ballots other than for the election of Directors, state the percentage of approval necessary to pass the measure or measures, and
- c. Specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall:
 - i. Set forth the proposed action;
 - ii. Provide the members an opportunity to specify approval or disapproval of each proposal; and
 - iii. Provide a reasonable time within which to return the ballot to the corporation

d. In any election of Directors a written ballot that a member marks "withhold" or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

12.02.2 Number of Votes and Approvals Required. Approval by written ballot shall be valid only when:

- a. The numbers of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the times specified equals or exceeds the quorum required to be present at a meeting authorizing the action and
- b. The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

12.02.3 Revocation. A written ballot may not be revoked.

12.02.4 Filing. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

Section 13. Record Date for Notice, Voting, Written Ballots and Other Actions

13.01 Record Date Determined by Board. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed:

a. For notice of a meeting shall not be more than ninety (90) or less than ten (10) days before the date of the meeting;

b. For voting at a meeting shall not be more than sixty (60) days before the date of the meeting;

c. For voting by written ballot shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

d. For any other action shall not be more than sixty (60) days before that action.

13.02 Record Date for Other Actions. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating that action, or the sixtieth (60th) day before the date of that action, whichever is later.

Article VI Executive Board of Directors

Section 1. General Powers:

The affairs of the Foundation shall be managed by the Board consisting of Directors elected at the Annual General Meeting. The board shall have the responsibility and authority to represent interest of the Foundation's members and uphold the mission and ideals of the Foundation as represented in these Bylaws and as outlined in the Operating Rules of the Foundation.

Section 2 Specific Powers

Without prejudice to the general powers set forth in section 1 of this Article, but subject to the same limitations, the Board of Directors shall have the power to:

a. Appoint and remove, at the pleasure of the board, all of the foundations' officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with articles of incorporation and with these by-laws; and fix their compensation and require from them security for faithful performance of their duties; and

b. Change the principal office from one location to another, and

c. Create and manage committees as outlined in the Foundation Operating Rules.

Section 3. The authorized number of directors of the corporation shall not be less than (9) nor more than (17), until changed by amendment of the Articles of Incorporation or these bylaws. The Board of Directors shall fix the exact number of directors from time to time, within these limits;

The elected membership of the Executive Board shall consist of at least (9) members with voting rights as members described in Article V. All Executive Board positions are voted on by the membership at the Annual General Board Meeting.

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|----------------------------|---|
| 1. President | 6. Middle School Aged Sport Club Director |
| 2. Vice President | 7. Middle School Aged Sport Club Director |
| 3. Secretary | 8. IHS Director |
| 4. Treasurer | 9. IHS Director |
| 5. Director of Fundraising | 10-17 General Directors |

Section 4. All elected Executive Board members serve a one year term commencing immediately after the Annual General Meeting is adjourned.

Section 5. The President, if approved by the board, may designate individuals as necessary for non-voting positions that report to the board. These positions may include Coordinators and Managers, and other positions that are needed to effectively run the organization as outlined in the ISF Operating rules.

Section 6. In the case that a single vacancy exists for any reason on the executive board, the position may be filled prior to the next annual general meeting by the Executive Board, unless otherwise specified in Section 8 of this Article. A person may be nominated for the open position by an Executive Board member or any member in good standing of the Foundation. A majority vote by the Board of Directors is needed before an individual may fulfill the open position's term. In the event, that there are co-occurring resignations or vacancies then a special election meeting shall be called as specified in Section 6.03.

Section 7. Any Executive Board member may resign at any time by giving verbal or written notice to the entire board of directors. Such resignations shall take effect immediately, or if the Executive Board agrees at a future date. Additionally, an Executive Board member may be removed from their position with cause at any regularly scheduled meeting of the Board. In order to be removed, a majority of the Board must vote for the removal.

Section 8. In the event that the President's position is vacated, the Vice-President will succeed to this position. In the event of additional vacancies their replacement will be elected by the Board of Directors to fill the position temporarily until August 30th.

Article VII Responsibilities of Elected Board Members

Section 1. President

The president shall be the Foundation Chief Executive Officer. This individual, subject to the control of the entire Executive Board, shall supervise elected, appointed, and administrative staff, as well as direct and control the Foundation activities, affairs and officers. The President shall preside at all meetings of the membership and Board of Directors and they are an ex-officio member of all standing committees except the nominating Committee. The president shall sign all contracts, agreements, leases or other legal documents provided they are approved by the Executive Board. The President is a signatory on the Foundations' accounts.

Section 2. Vice President (VP)

The VP shall, in the absence of the president, assume the responsibilities of that position. The VP will act as the Chief Operating Officer, interacting with all committees and staff.

Section 3. Treasurer

The Treasurer is responsible for supervision and handling of all funds of the foundation, to maintain all financial accounts. The Treasurer will supervise the disbursement of monies as directed by the Board. The Treasurer shall provide the Board with updates on the financial status of the organization at every monthly Board of Directors Meeting. The Treasurer will ensure the submission of tax forms to the appropriate agencies. The books of account shall be open to inspection by any Executive Director at all reasonable times. The treasurer is a signatory on the Foundation account.

Section 4. Secretary

The responsibilities of this position include recording minutes of all meetings including the annual meeting and monthly Board of Directors meetings. The Secretary shall keep or cause to be kept a record of the Foundations members, showing each members name, email address, and phone number. The Secretary shall give or cause to be given notice of all meetings of members of the Board and Committees as required by these by-laws and attendant Operating Rules.

Section 5. Director of Fundraising

The responsibilities of this Director are to attend monthly meetings of the Board and assure organizational decisions are consistent with the goals stated in Article II. Additionally, this Director will serve to oversee all aspects of activities related to fundraising for the Foundation and report fundraising status at every monthly Board of Directors meeting.

Section 6. Board Members 6&7

The responsibilities of these Directors are to attend all monthly meetings of the board and assure that organizational decisions are consistent with the goals stated in Article II. Additionally, these board members are to represent the interest of the Inglemoor Middle School Aged Sports Club Coordinators who are members of the Foundation and ensure that issues specific for their season of sports are brought to the attention of the Board of Directors attention at the monthly meetings. These Board members will serve as Co-Chairs of the Inglemoor Middle School Aged Sports Club Committee.

Section 7. Board Members 8&9

The responsibilities of these Directors are to attend all monthly meetings of the board and assure that organizational decisions are consistent with the goals stated in Article II. Additionally, these board members are to represent the interest of the IHS Sports Boosters who are members of the Foundation and ensure that issues specific for their season of sports are brought to the attention of the Board of Directors attention at the monthly meetings. These Board members will serve as Co-Chairs of the IHS Boosters Committee.

Section 8. Board Members 10-17

The responsibilities of these Directors are to attend all monthly meetings of the board and assure that organizational decisions are consistent with the goals stated in Article II. Additionally, these board members are to represent the interest of the IHS Sports Booster Club representatives who are members of the Foundation and ensure that issues specific for their season of sports are brought to the Board of Directors attention at the monthly meetings. Each of these Directors will be responsible to Chair a Committee, as selected from Operating Rules, and report status at monthly Board of Directors meeting.

Article VIII Nominations and Elections

Section 1. Prior to the Annual General Meeting, the President may appoint a Nominating Committee of up to 5 members, with 1-3 being members of the Board. The committee will consist of a Chairman and other members who ideally are representative of the entire membership specifically 2 Inglemoor Middle School Aged Sports Club representatives and 2 IHS General Representatives.

Section 2. The Nominating Committee shall solicit candidates that, like their committee, will attempt to represent the Foundation's membership. Prior to the August Executive Board Meeting of each year, the committee will submit the names of qualified individuals that have agreed to stand for election to the Board.

Section 3. Any member of the Foundation may submit the names of candidates through the submission of a petition prior to the Board's August monthly meeting. Nominations may also be made at the Annual General Membership meeting. Nominations made at the meeting, must include the presence and agreement of the nominee at the meeting.

Section 4. The Directors shall be elected by a simple majority of those members present and voting. The vote shall be tallied by the Secretary of the Executive Board. In the absence of the Secretary, the President may perform the task.

Section 5. Once the Board of Directors have been chosen, the Annual General Meeting is adjourned. The newly constituted Executive Board will then convene in executive session.

Article IX Members of the Executive Board of Directors

Section 1. The Board of Directors monthly meeting will be at a time, date and location designated by the Board of Directors and which will be available to the membership. Any meeting may be held by conference telephone or other communications equipment permitted by the Law, as long as all directors participating in the meeting can communicate with one another and all other requirements of the Law are satisfied. All such Directors shall be deemed to be present at such meeting.

Section 2. In order to conduct business of the Foundation 2/3 (rounded to the nearest number) of the Executive Board of Directors must be present. Once a quorum is present, a simple majority of those voting members present carries a motion. The order of business will be as outlined in the Operating Rules.

Section 3. Special General Meeting
A Special General Meeting of the Board of Directors may be called at any time as noticed by verbal or written request by at least two members of the Executive Board. Required notification is outlined in the Operating Rules of the Foundation.

Section 4. The accepted minutes of past Board Meetings will be made available to the membership.

Section 5. All meetings of the Board shall be open to all members, but members other than those selected to nominated positions may not participate in any discussion or deliberation unless authorized by a majority of the attending Board Members. Members shall be able to express themselves during a period of time set aside, for the "Good of the Game".

Section 6. The Board may, with the approval of the majority of the Executive Board, adjourn a meeting to enter executive session. Executive session may be used to discuss and vote on subjects requiring confidentiality such a personnel matters, litigation or business of a similar nature. The nature of any business to be considered in Executive Session shall be first announced in open session.

Section 7. And any duly held meeting where a quorum of the Board is present, every action taken or decision made by a majority of the Directors present shall be the act of the Board subject to the more stringent provisions of the Washington Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- a. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
- b. Approval of certain transactions between corporations having common directorship;
- c. Creation of an appointments to committees, and
- d. Indemnification of Directors.

Section 8. Notice

8.01 Manner of Giving Notice All such notices shall be given or sent to the Directors' addresses, E-mail address or telephone as shown on the records of the corporation. 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 verbal or written notice;
- b. By first class mail, postage pre-paid
- c. By telephone, either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate the notice promptly to the Director, or
- d. By E-mail notification.

8.02 Time requirements of Giving Notice Notice sent by first class mail shall be deposited in the United States mail at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, or E-Mail shall be delivered, telephoned, or transmitted at least 48 hours before the time set for the meeting.

8.03 Notice contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

8.04 Waiver of Notice Notice of the meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 9 Adjournment

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

9.01 Notice of adjournment Meeting: Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours, if the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another 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.

Section 10 Action without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested Director" as defined in Section 5233 of the Washington Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other valid, approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Article X Committees

Section 1 Creation

The Board by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees as outlined in the Operating Rules, each consisting of one or more Directors and any number of members who are not Directors, to serve at the pleasure of the Board.

Section 2. Appointments

Approval of Chairs to committees shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate Chairs of any such committees, who may replace any absent Director at any meeting.

Section 3. Authority

Any such committee, to the extent provided in the Board resolution, shall have the authority of the Board, except that no committee, regardless of the Board resolution, may:

- a. Take any final action on any matter that, under the Washington Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the Board or on any committee that has the authority of the Board;
- c. Fix compensation of the Directors for serving on the Board or on any committee;
- d. Amend or repeal Bylaws or adopt new Bylaws;
- e. Amend or repeal any resolution of the Board that by its express terms is not amendable or repealable;
- f. Create any other committee or appoint the members of committees;
- g. Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected or;
- h. Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the Washington Corporations Code.

Section 4. Meetings and Action of Committees

Meetings and actions of committees shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committees.

Section 5. Minutes & Governing by the Board

Minutes of each meeting of any committee shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governing of any committee, provided they are consistent with these Bylaws, or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Article XI Indemnification

Section 1 Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees and the other persons described in Section 5238(a) of the Washington Corporations Code, including persons

formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by the in connection with any “proceeding” as that term is used in that Section, and including any action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses” as used in the Bylaw, shall have the same meaning as in Section 5238(a) of the Washington Corporations Code.

Section 2 Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer’s, Director’s, employee’s or agent’s status as such.

Section 3 Records and reports

3.01 Maintenance of Corporation Records. The corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its members, Board and committees; and
- c. A record of each member’s name, email address, telephone number and class of membership.

3.02 Members’ Inspection Rights

3.02.1 Membership Records.

Subject to Washington Corporations Code and unless the corporation provides a reasonable alternative as Provided below, any member may do either or both of the following for a purpose reasonably related To the member’s interest as a member.

- a. Inspect and copy the records of members’ names, addresses, telephone numbers and voting rights during usual business hours on fourteen (14) days prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or
- b. Obtain from the Executive Director of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Executive Director shall make this list available to the member on or before the later of fourteen (14) days after (1.) the demand is received or (2) the date specified in the demand as the date as of which the list is to be compiled.
- c. The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.
- d. If the corporation reasonably believes that the information will be used for a purpose other one reasonably related to a person’s interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member’s agent or attorney. The right of inspection includes the right to copy and make extracts.

3.02.2 Accounting Records and Minutes. On written demand on the corporation, any members may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board and committees at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

3.03 Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office in Washington 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 at all reasonable times during office hours.

3.04 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

3.05 Annual Report. The Board may cause an Annual Report to be sent to the members and Directors within ninety (90) days after the end of the corporation's fiscal year. The report shall contain the following information, in appropriate detail, for the fiscal year:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b. The principal change in assets and liabilities, including trust funds;
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes; and
- d. The expenses or disbursements of the corporation for both general and restricted purposes.
- e. The Annual Report may be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of the Treasurer that such statements were prepared without audit from the corporation's books and records.
- f. The preparation of an Annual Report shall not apply if the corporation receives less than \$25, 000 in gross receipts during the fiscal year, provided, however that the information specified above for inclusion in the Annual Report must be furnished annually to all Directors and to any member who requests it in writing.

Section 4. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Washington Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and the neuter, the singular includes the plural, the plural includes the singular and term "person" includes both a legal entity and a natural person.

Article XII Rule of Law

Section 1. The procedures and debate shall be in accordance with the rules of parliamentary law commonly known as "Robert's Rules of Order", in all cases in which they are applicable and otherwise not in conflict with these Bylaws.

Article XIII Amendments

Section 1. These bylaws shall be reviewed by the Executive Board Annually and revised as necessary to meet changing conditions in the school and community.

Section 2. These Bylaws are amended by a two thirds vote of the membership present at the annual general meeting.

Section 3. A draft of any proposed amendments shall be submitted to the Board at least ten (10) days prior to being considered by the membership.

Section 4. Any approved amendments to the bylaws will not take effect until after the Annual General Meeting or Special General Meeting is adjourned.

Article XIV Limitations

Section 1. The Foundation shall collect monies as necessary to administer the Inglemoor Middle School Aged Sports Club, the Foundation shall request donations to support the IHS Sports Programs. The Foundation shall operate on a not-for-profit basis, however reserve funds may be carried over for contingencies, for working capital, and if designated by the Board for future capital expenses.

Section 2. Reserve funds are to be maintained in an account held in the name of the Foundation in depositories as designated by the Board. The Board shall annually establish policies on the appropriate safeguards for withdrawal or disbursement of funds.

Section 3. Upon any dissolution of the organization, all assets shall be turned over to the Inglemoor schools. The distributed monies should be directed to support sports programs within the Inglemoor Unified School District schools, subject to Washington non-profit law.

Section 4. The fiscal year of the organization is July 1 to June 30th.

Section 5. The Treasurer and Finance Committee shall submit a budget for approval at the Executive Board meeting, ideally in May and no later than June unless otherwise approved by the Board. Acceptance of these budgets shall require a majority vote of the Executive Board.

Section 6. The Treasurer shall prepare an annual financial report of the organization, which shall be maintained with the other permanent records of the Foundation.

Section 7. The Treasurer may be bonded in a manner acceptable to the Board, subject to cost limitations.

Section 8. The Board by a majority vote may authorize an officer or officers, agent or agents, to enter any contracts or execute any instrument in the name of the Foundation. Such authority may be general or confined to specific examples. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract, engagement, or to incur indebtedness or to render it liable for any purpose or any amount.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting secretary of the Inglemo Sports Foundation, a Washington nonprofit public benefit corporation, and the above bylaws, consisting of 17 pages, are the bylaws of this corporation as adopted by the Board of Directors on July ____, 2015 and that they have not been amended or modified since that date.

Executed on _____ Day of _____ (month), 2015 in Kenmore, Washington.

Elected Secretary Name Here
