

Bylaws OF
MAPLE VALLEY LACROSSE CLUB
(D/B/A TAHOMA LACROSSE CLUB)
A WASHINGTON NON-PROFIT CORPORATION

Approved _____ July 1, 2024 _____

ARTICLE I: Name and Purpose

1.1 **Name.** This corporation shall be known as the Maple Valley Lacrosse Club d/b/a Tahoma Lacrosse Club, herein after referred to as the corporation. The mailing address is P.O. Box 326, Maple Valley, WA 98038. Its principal place of business is situated in the City of Maple Valley in King County, Washington. The date of incorporation is March 11, 2004. The Federal Employer-Identification number is 56-2416278. The term of existence of this corporation is perpetual.

1.2 **Offices.** The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

1.3 **Purpose.** This corporation is a non-profit corporation organized under Section 501(c)(3) of the Internal Revenue Code, the purpose of which is to organize, support, and promote the sport of lacrosse as it impacts the students and athletes of the Tahoma School District and certain surrounding communities without access to an organized lacrosse program. This includes, but is not limited to, the following: (i) organizing games and tournaments, providing encouragement, and monetary means through registration fees, fundraising events, and donations and by any other means as deemed necessary and appropriate; (ii) supporting the Coaching staff as they build team skills, develop leadership abilities, and promote good sportsmanship and citizenship in our student athletes; and, (iii) promote access to the game of lacrosse for all players in the Tahoma School District, regardless of financial means, by striving to maintain player registration fees as low as possible. The corporation shall not discriminate on the basis of age, race, color, creed, religion, gender, national origin, disability, veteran status, sexual orientation, political affiliation, or other protected class.

ARTICLE II: Membership

2.1 **Classes of Members.** The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws. The corporation shall have members meeting the definition of “members” in RCW 24.03A.010(45).

2.2 **Qualifications for Membership.** Membership of the Club is a privilege and not a right. In order to qualify for membership, a member shall be a parent/guardian of a student(s) who is the following: (i) registered for a program in the Tahoma Lacrosse Club; (ii) paid in full (or received and accepted a scholarship) for the registered program and not in arrears for any prior seasons; (iii) resides full-time within the boundaries designated by the corporation for that program; and, (iv) is in good standing. A member may be elected or appointed to membership by the Board (e.g. Coaches). Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

2.3 **Voting Rights.** Each member entitled to vote with respect to the subject matter of an issue submitted to the members or entitled to vote at an election of Directors shall be entitled to one vote upon each such issue or as many persons as there are Directors to be elected. However, each Family will be entitled to only one vote per family regardless of the number of players registered within the family unit. For example, a Family may consist of two (2) or more parental members with two (2) or more student players. This Family is only entitled to one (1) vote with respect to the subject matter of an issue submitted to the members or one (1) vote for as many persons as there are Directors to be elected. A student player at or above the age of majority does not obtain an additional vote, but will be included in the Family for purposes of the one (1) vote per family unit.

2.4 **Removal.** Any member, including those elected or appointed by the Board, may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby. Any Member who uses excessive profanity, vulgar, obscene or abusive language, or makes any threat of physical violence in the presence of any Member of the corporation will be subject to disciplinary action up to and including termination. In addition, any written protest with respect to a Member received from a Director, Officer, Coach, or other general member will cause such Membership to be reexamined by the Board, which may revoke and terminate such Membership. No terminated Member shall again be reconsidered until the expiration of one year.

2.5 **Annual Meeting.** The annual meeting of the members shall be held between the last week of league games during the spring season and before the last day of the Tahoma School District school year in each year at a time established by the Board for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.6 **Special Meetings.** The President or the Board, but not less than a majority of the Directors entitled to vote at such meeting, may call special meetings of the members for any purpose.

2.7 **Place of Meetings.** All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the President, the Board, or by a waiver of notice signed by all members entitled to vote at the meeting.

2.8 **Notice of Meetings.** The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by

mail, by facsimile transmission or by electronic transmission, not less than ten (10) nor more than fourteen (14) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

2.9 **Waiver of Notice.** Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, 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 equivalent to the giving of such notice.

2.10 **Quorum.** Twenty-five (25) of the members of the corporation entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.11 **Manner of Acting.** The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

ARTICLE IV: Board of Directors & Officers

4.1 **General Powers.** The affairs of the corporation shall be managed by a Board of Directors.

4.2 **Officers.** The Board of Directors shall consist of the following Officers: President, Vice President, Secretary, Treasurer, Boys High School Director, Boys Youth Director, Girls High School Director, Girls Youth Director, Equipment Director, Logistics Director, and Fundraising Director. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2.1 **President.** The President shall, subject to the Board's control, supervise and oversee all of the assets, business and affairs of the corporation. The President shall preside over meetings of the members and the Board. 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 signed or

executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.2.2 Vice President. In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.2.3 Secretary. The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office and email address of each member and Director and of the name and post office and email address of each officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.2.4 Treasurer. The Treasurer shall submit to a background check to be completed by the Secretary within sixty (60) days of taking office. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; deposit or ensure the deposit of all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.2.5 Boys High School Director. The Boys High School Director shall be responsible for the formulation, implementation, and day-to-day administration of all High School Boys programs of the corporation. The Boys High School Director shall develop the applicable budgetary recommendations; present coaching candidates, along with their qualifications, to the Board for consideration prior to the beginning of the regular season; oversee player and coach development; ensure the corporation's representation at all required league meetings; provide support the Boys Youth Coordinator as needed; and in general perform all of the duties incident to the office of Boys High School Director and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.2.6 Boys Youth Director. The Boys Youth Director shall be responsible for the implementation and day-to-day administration of all the Boys Youth programs of the corporation. The Boys Youth Director shall develop the applicable budgetary recommendations; present coaching candidates, along with their qualifications, to the Board for consideration prior to the beginning of the regular season; oversee player and

coach development; ensure the corporation's representation at all required league meetings; work with the Boys High School Director as needed; and in general perform all of the duties incident to the office of Boys Youth Director and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.2.7 Girls High School Director. The Girls High School Director shall be responsible for the formulation, implementation, and day-to-day administration of all High School Girls programs of the corporation. The Girls High School Director shall develop the applicable budgetary recommendations; present coaching candidates, along with their qualifications, to the Board for consideration prior to the beginning of the regular season; oversee player and coach development; ensure the corporation's representation at all required league meetings; provide support the Girls Youth Coordinator as needed; and in general perform all of the duties incident to the office of Girls High School Director and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.2.8 Girls Youth Director. The Girls Youth Director shall be responsible for the implementation and day-to-day administration of all the Girls Youth programs of the corporation. The Girls Youth Director shall develop the applicable budgetary recommendations; present coaching candidates, along with their qualifications, to the Board for consideration prior to the beginning of the regular season; oversee player and coach development; ensure the corporation's representation at all required league meetings; work with the Girls Program Director as needed; and in general perform all of the duties incident to the office of Girls Youth Director and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.2.9 Equipment Director. The Equipment Director shall be responsible for overall coordination, maintenance, and storage of all athletic equipment requirements, including uniforms, of the corporation. The Equipment Director shall develop the applicable budgetary recommendations; and, in general perform all of the duties incident to the office of Equipment Director and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.2.10 Logistics Director. The Logistics Director shall be responsible for coordinating the activities associated with the set up and operation of fields. The Logistics Director shall also organize and schedule with the Tahoma School District or other venues all practices, games, and events; work as a liaison for the corporation with the District regarding logistics related complaints or concerns; and in general perform all of the duties incident to the office of Logistics Director and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.2.11 Fundraising Director. The Fundraising Director shall oversee all fundraising efforts for the corporation. The Fundraising Director may create a committee to assist with various elements of fundraising (e.g. sponsorships, events, community outreach, team/player competitions, etc.) in which case the Fundraising Director would act as the liaison between this committee and the Board. The Fundraising Director shall also work with the Treasurer to ensure clear communication about how money is flowing into the club; and in general perform all of the duties incident to the office of Fundraising

Director and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.3 **General Qualifications.** Directors/Officers shall be members of the corporation. Directors/Officers may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

4.4 **Election.** The initial Directors/Officers named in the Articles of Incorporation shall serve until the first annual meeting of members. Successor Directors/Officers shall be elected at the Annual Meeting of members.

4.4.1 **Nominations.** Nominations are open to any member who has submitted a letter or email to the Secretary indicating the position they will agree to accept if they are elected. Nominations will be emailed to the general membership not less than ten (10) nor more than fourteen (14) days prior to the Annual Meeting.

4.4.2 **Process.** Prior to each election, the Secretary shall appoint an Election Chair and a minimum of two Tellers (must be general members in good standing) to pass out, collect, and count the ballots in the presence of the Secretary and the President. The Secretary shall announce the results of the election to the membership at the Annual Meeting.

4.4.3 **Votes.** The nominee receiving the greatest number of votes shall be elected. Members must be present to vote. No absentee or proxy votes will be accepted. In the event an objection is raised, a recount of the ballots may be approved by a simple majority of the membership present at the Annual Meeting. In the event a recount is authorized, each person running for office shall be entitled to appoint one person to monitor the recount.

4.5 **Term of Office.** Unless a Director/Officer dies, resigns, or is removed, s/he shall hold office for a term of two (2) years or until his or her successor is elected, whichever is later. Terms of Directors/Officers shall be staggered to the extent possible. A term begins on July 1 and a term ends on June 30. A Director/Officer shall not hold office unless and until s/he has reviewed and signed the Board of Directors Codes of Conduct & Ethics.

4.6 **Resignation.** Any Director/Officer may resign at any time by delivering written notice to the President, Vice President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.7 **Removal.** Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.8 **Vacancies.** A vacancy in any office created by the death, resignation, removal,

disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board. In the specific event of a vacancy in the office of President, the Vice President at the time shall automatically ascend to the office of President, and the office of Vice President will become vacant.

4.9 **Annual Meeting.** The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

4.10 **Regular Meetings.** By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

4.11 **Special Meetings.** Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

4.12 **Place of Meetings.** All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

4.13 **Notice of Special Meetings.** Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than five (5) days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

4.14 **Waiver of Notice.** Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.15 **Quorum.** A majority of the number of Directors in office at the time shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a

meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.16 **Manner of Acting.** The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

4.17 **Presumption of Assent.** A Director/Officer of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

4.18 **Action by Board Without a Meeting.** Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

4.19 **Committees.**

4.19.1 **Board Committees.** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

4.19.2 **Advisory Committees.** The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other members or other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

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

4.19.4 **Resignation.** Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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

4.20 **Compensation.** The Directors/Officers shall receive no compensation for their service as Directors/Officers but may receive reimbursement for expenditures incurred on behalf of the corporation. If a Director/Officer has a player(s) registered for the Spring season, they may receive a fifty-percent (50%) discount applicable towards one (1) registration fee.

4.21 **Limits on Spending.** Directors/Officers may not spend or commit to any financial obligations not enumerated in their portion of the annual budget. Discretionary spending decisions may not exceed 10% of the budgeted amount without prior board approval. The Director/Officer may be reimbursed for expenditures over the discretionary spending limit only by the unanimous vote of the Board prior to the money being spent. Emergency expenditures by Directors/Officers made in the support of life, safety or welfare of a player, or otherwise made in good faith on behalf of the club, are not subject to the discretionary spending limits.

ARTICLE V: Administrative Provisions

5.1 **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

5.2 **Loans or Extensions of Credit to Officers and Directors.** No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

5.3 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

5.4 **Books and Records.** The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and

class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be kept for a minimum of seven (7) years, and shall be open at any reasonable time to inspection by any member in good standing of the corporation.

5.5 **Accounting Year.** The accounting year of the corporation shall be the twelve months ending June 30th of each year.

5.6 **Rules of Procedure.** The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE VI: Amendments

6.1 **Process.** These bylaws may be amended by the General Membership. Changing the bylaws requires sending written notice to each member not less than ten (10) nor more than fourteen (14) days prior to voting on the proposed amendment(s). Each Family will be entitled to only one vote per family regardless of the number of players registered within the family unit. There being a quorum for the vote, the proposed amendment(s) will be accepted upon having two-thirds of the votes to support the change. Changes to these bylaws must be consistent with these Bylaws, the Articles of Incorporation, or applicable Washington law.

BOARD MEMBERS



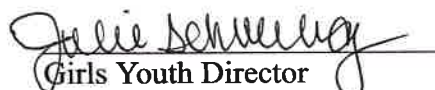
President



Girls High School Director



Vice President



Girls Youth Director



Secretary



Equipment Director



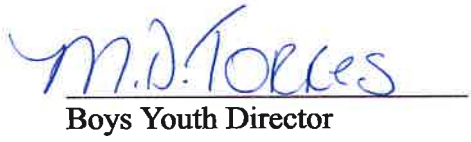
Treasurer



Logistics Director


Boys High School Director


Fundraising Director


Boys Youth Director