

**BYLAWS**  
of  
**REDMOND GIRLS BASKETBALL BOOSTER CLUB,**  
**A Not-For-Profit Corporation**

**ARTICLE I – Name of the Corporation and Offices Offices**

**1.1 Name of the Corporation:** This corporation shall be known as the Redmond Girls Basketball Booster Club (RGBBC), hereinafter also referred to as the “Corporation” and/or “Organization.”

**1.2 Principal Office:** The Corporation will be located at the following address: Redmond High School, 17272 104<sup>th</sup> Street NE, Redmond, WA 98052, in King County. All mail will be sent to this address, care of the Head Coach of Redmond Girls Basketball.

**1.3 Change of Address:** The designation of the county or state of the Corporation’s principal office may be changed only by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws:

- 1. New Address: \_\_\_\_\_  
Dated: \_\_\_\_\_
- 2. New Address: \_\_\_\_\_  
Dated: \_\_\_\_\_

**1.4 Other Offices:** The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE 2**  
**Non-Profit Purpose**

**2.1 IRC Section 501(c)(4) Purposes:** The Corporation is organized exclusively for charitable, educational, and/or scientific purposes as specified in Section 501(c)(4) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(4) of the Internal Revenue Code.

**2.2 Specific Objectives and Purposes:** The Corporation is a non-profit organization established with an objective to provide support for the student athletes who are members or prospective members of the Redmond High School Girls basketball teams (Varsity, JV, and Freshman/Sophomore or “C” team).

**ARTICLE 3**  
**Membership**

**3.1 Membership:** Membership is open to the (1) parents and/or legal guardians of any student-athlete that is a member, prospective member, or otherwise eligible to play girls basketball at Redmond High School; or (2) members of the coaching staff of the Redmond High School Girls Basketball teams.

**3.2 Dues:** Dues shall be determined by the Board of Directors each year, and shall be assessed per athlete, not per member. Dues are waived for members of the coaching staff of the Redmond High School Girls Basketball teams. Members must be in good standing and have paid dues in order to be eligible to vote for the Board of Directors, Officers, and the annual budget. All meetings of the membership shall be held at the registered office of the corporation, or at such place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

**3.3 Annual Meeting Time:** The annual meeting of the membership of the Corporation in order to elect Directors and Officers, approve the annual budget, and any other business as may properly come before the meeting, shall be held each year no earlier than March 15<sup>th</sup> each year and no later than April 30<sup>th</sup> each year.

**3.4 Annual Meeting:** Order of Business: At the annual meeting of shareholders, the order of business shall be as follows:

- (a) Calling of the meeting to order.
- (b) Proof of notice of meeting (or filing of waiver).
- (c) Reading of minutes of last annual meeting.
- (d) Election of directors and officers
- (e) Approval of budget.
- (f) Miscellaneous business.

**3.5 Special Meetings:** Special meetings of the shareholders for any purpose may be called at any time by the President, Board of Directors, or a majority of the members who would be entitled to vote at the meeting.

**3.6 Notice:** Notice of the annual meeting shall be posted on the Corporation website, at least ten days, and not more than fifty days, prior to the meeting.

## **ARTICLE 4 Board of Directors**

**4.1 Number:** The Corporation shall have a minimum of four (4) Directors, plus the Head Coach of the Redmond Girls High School Basketball team, ex officio. Collectively, they shall be known as the Board of Directors.

**4.2 Change of Number:** The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

**4.3 Qualifications; Powers:** Directors of the Corporation must be members in good standing, nominated by the current Board of Directors, and approved by vote of the membership. The Directors of the Corporation shall qualify the age or any other specific requirement that may be in force in this state at any given point of time. The Board of Directors shall conduct all the activities and affairs of the Corporation, and also exercise all corporate powers, subject to the provisions of the laws of this state, the Articles of Incorporation, and these Bylaws.

**4.4 Vacancies:** Vacancies on the Board of Directors of the Corporation shall exist (a) on the death, resignation, or removal of any Director, or (b) whenever the number of authorized directors is increased. Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon the notice of the Attorney General or other appropriate agency of this state. Directors may be removed from office with or without cause, as permitted by and in accordance with the laws of the state.

**4.5 Duties:**

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of this corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed, emailed, or faxed to them at such addresses shall be valid notice thereof.

**4.6 Term of Office; Compensation:** Each Director shall hold office for a period of one year (Annual Meeting to the following Annual Meeting) and until his or her successor is elected and qualifies. All Directors of the Corporation shall serve without compensation except for reasonable advancement or reimbursement of expenses incurred in the performance of their duties with approval of the Board of Directors.

**4.7 Regular Meetings:** Regular meetings of the Board of Directors shall take place at least once per year. The Board of Directors shall decide the date, time and venue from time to time.

**4.6 Special Meetings:** Special meetings of the Board of Directors may be held at any place and at any time and may be called by any Director or Officer.

**4.7 Notice of Meetings:** Unless the Articles of Incorporation provide otherwise, any regular meeting of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Any special meeting of the Board of

Directors may be preceded by at least two days' notice of the date, time, and place of the meeting, but not of its purpose, unless the Articles of Incorporation of these Bylaws require otherwise. Notice may be given personally, by facsimile, by mail, or in any other manner allowed by law. Attendance or participation by a director at a meeting unless the director promptly objects to holding the meeting or to the transaction of any business on the grounds that the meeting was not lawfully convened and the director does not thereafter vote for or assent to action taken at the meeting.

**4.8 Quorum:** A majority of the whole Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business.

**4.9 Waiver of Notice:** Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

**4.10 Registering Dissent:** A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**4.11 Executive and Other Committees:** Standing or special committees may be appointed from its own number by the Board of Directors from time to time and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An Executive Committee may be appointed by resolution passed by a majority of the full Board of Directors. It shall have and exercise all of the authority of the Board of Directors, except in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending sale, lease or exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the equal and regular course of business, recommending a voluntary dissolution or a revocation thereof, or amending the Bylaws. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

**4.12 Action by Directors Without a Meeting:** Any action required or which may be taken without a meeting of the directors, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken,

shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

**4.13 Non-liability of Directors:** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**4.14 Indemnification by Corporation of Directors and Officers:** The Directors and Officers of the Corporation are indemnified to the fullest extent permissible under the laws of this state.

## **ARTICLE 5 Officers**

**5.1 Designations:** The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The Board of Directors shall decide from time to time, whether to have new officers with new designations. The officers of the Corporation shall qualify the age or any other specific requirement that may be in force in this state at any given point of time.

**5.2 President:** The president shall preside at all meetings of members and Directors, shall have general supervision of the affairs of the Corporation, and shall perform all other duties as are incident to his/her office or are properly required of him by the Board of Directors. Duties include, but are not limited to:

- (a) Enforce all bylaws
- (b) Act as the principal spokesperson of the Corporation and shall assume the role of the Corporation's chief representative at all functions/events which the corporation sponsors

**5.3 Vice President:** During absence or disability of the President, the Vice-President(s) in the order designated by the Board of Directors, shall exercise all functions of the President. Each Vice-President shall have such powers and discharge such duties as may be assigned to him/her from time to time by the Board of Directors. Duties include, but are not limited to:

- (a) Manage or supervise delegation of all team fundraising activities
- (b) Coordinate volunteers (when needed) for the activities of the Corporation

**5.4 Secretary:** Duties include, but are not limited to:

- (a) Certify and keep at the principal office, the original, or a copy of these Bylaws as amended
- (b) Keep the record of the minutes of the meetings of the Board of Directors with details of whether regular or special, how called, how noticed, names of those present, and the proceedings thereof within 30 days following the Board of Directors meeting
- (c) Be custodian of all the records and of the seal of the Corporation and affix the seal, as authorized by law of the provisions of these Bylaws and the minutes of the proceedings of the Directors of the Corporation
- (d) Perform all duties to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these

Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

- (e) Give notice of special meetings of the Board of Directors and/or members
- (f) Prepare the annual team calendar with input from the Board of Directors and coaching staff

**5.5 Treasurer:** Duties include, but are not limited to:

- (a) Have care and custody of and be responsible for all the funds of the Corporation, and shall deposit such funds in the name of the Corporation in such banks as the Board of Directors may designate
- (b) Keep books of the account of all business transactions and shall exhibit such books and accounts to any member upon application during reasonable hours
- (c) Render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such other times as may be required
- (d) Prepare an annual budget for board approval each year
- (e) Submit annual State and Federal nonprofit corporation filings for the Corporation
- (f) Perform all duties normally incident to the office of Treasurer
- (g) File annual taxes

**5.6 Delegation:** In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

**5.7 Vacancies:** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

**5.8 Other Officers:** Directors may appoint such other officers and agents as they shall deem necessary or expedient with who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**5.9 Term - Removal:** The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**5.10 Compensation:** The officers of the Corporation shall serve without compensation except for reasonable advancement or reimbursement of expenses incurred in the performance of their duties with approval of the Board of Directors.

## **ARTICLE 6**

### **Executions of Instruments, Deposits and Fund**

**6.1 Execution of Instruments, Deposits and Funds:** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose of in any amount.

**6.2 Checks and Notes:** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or President of the Corporation.

**6.3 Deposits:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE 7 Conflict of Interest Policy**

**7.1 Purpose:** The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

### **7.2 Definitions:**

(a) Interested Person. Any Director, Officer, or member of a committee with powers delegated by the Board of Directors, with a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has financial interest if the person has, directly or indirectly, through business, investment or family:

- i. An ownership or investment in any entity with which the organization has a transaction or arrangement;
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, Line 2, a person who has a financial interest may have

a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

### **7.3 Procedures:**

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors, or any committee delegated powers by the Board of Directors, considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict or Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

i. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the Board of Directors or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Board of Directors voting when there is a conflict of interest. If it is determined that an actual conflict of interest exists for a voting member of the Board of Directors, he/she will remove themselves from that vote of the Board of Directors. The remaining Directors who do not have a conflict of interest will vote on the item at hand. A majority vote of the remaining members will be needed in order for item approval.



**7.4 Violations of the Conflicts of Interest Policy:**

(a) If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**7.5 Records of Proceedings:** The minutes of the Board of Directors and all committees with board delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, the names of person who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, a record of any votes taken, and the Board of Directors or committee's decision as to whether a conflict of interest in fact existed.

**7.6 Annual Statements:** Each Director or Officer shall annually sign a statement affirming that he or she has received a copy of the conflicts of interest policy, has read and understands the policy, agrees to comply with the policy, and understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE 8  
Amendment of Bylaws**

**8.1 By Members:** These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the eligible voting members at any regular or special meeting of the members.

**8.2 By Directors:** The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of this corporation. However any such alteration, amendment, or repeal of the Bylaws, may be changed or repealed by the vote of a majority of the members entitled to vote at any members meeting.

**ARTICLE 9  
Construction and Terms**

**9.1** If any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

**9.2** All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or any other founding document filed with an office of

this state and used to establish the legal existence Checks, notes, drafts, and demands for money shall be signed by the officer or officers from time to time designated by the Board of Directors.

**9.3** All references in these Bylaws to a section or section of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial Directors or Incorporates of the Corporation and we consent to, and hereby do, adopt the foregoing Bylaws consisting of the preceding twelve (12) pages, as the Bylaws of this Corporation.

Adopted by resolution of the Corporation's Board of Directors or incorporators on

This \_\_\_\_\_ day of October, 2015.

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Incorporator or Director

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Incorporator or Director

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