

**BYLAWS**  
**OF**  
**ISSAQUAH LACROSSE CLUB**

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**ARTICLE 1. 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.

**ARTICLE 2. 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.

**2.2 Qualifications for Membership**

In order to qualify for membership, a member must be a parent or legal guardian of a student athlete currently registered and eligible to compete on an Issaquah Lacrosse Club team ("Student Athlete"). A parent or legal guardian of a Student Athlete will become a member upon the Student Athlete registering to be on a team for the Issaquah Lacrosse Club and when the parent or legal guardian signs the form acknowledging his or her membership in the organization. Only one parent or legal guardian of a Student Athlete may become a member of the organization. A parent or legal guardian of a Student Athlete will automatically no longer be a member upon the earlier of a student athlete withdrawing from a team, being officially removed from a team, not registering for a team during registration period for the following year, or the end of the last game of the season of the Student Athlete's final year of eligibility.

## **2.3 Voting Rights**

### **2.3.1 General**

Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue for each Student Athlete that the member has registered in the Issaquah Lacrosse Club.

### **2.3.2 Voting for Directors**

If a slate of nominees for open Director positions is approved by the Board as provided under Article 3.20.2, such slate shall be presented to the membership for approval. Each member entitled to vote on the slate of nominees may cast one vote for each Student Athlete that the member has registered in the Issaquah Lacrosse Club. Each vote shall be a simple "yes" or "no" vote on whether to approve the entire slate of nominees presented. To the extent the slate of nominees is not approved by the members, the Board shall review the results of the vote and shall determine whether the slate should be adjusted and resubmitted to the members for vote. A meeting is not required for the voting for Directors and such voting may be done by mail or electronic transmission as provided under Article 2.8.

## **2.4 Annual Meeting**

The annual meeting of the members shall be held prior to the calendar year-end of each year on the day fixed by the board of directors in the state of Washington 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 therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## **2.5 Special Meetings**

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

## **2.6 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, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

## **2.7 Notice of Meetings**

### **2.7.1 Time and Place**

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, not less than 10 or more than 50 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.

### **2.7.2 Notice in a Tangible Medium; Effectiveness of Notice**

Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telegraph, teletype, telephone or wire or wireless equipment that transmits a facsimile of the notice.

#### **2.7.2.1 Notice by Mail**

Notice given by mail is effective when deposited in the United States mail, first-class postage prepaid, properly addressed to the member at the member's address as it appears in the corporation's records.

#### **2.7.2.2 Notice by Telegraph, Teletype or Facsimile**

Notice given by telegraph, teletype or facsimile equipment that transmits a facsimile of the notice is effective when dispatched to the member's address, telephone number or other number appearing on the records of the corporation.

#### **2.7.2.3 Notice by Air and Ground Courier**

Notice given by air courier is effective when dispatched, if prepaid and properly addressed to the member at the member's address as it appears in the corporation's records. Notice by ground courier or other personal delivery is effective when received by the member.

### **2.7.3 Notice in an Electronic Transmission; Effectiveness of Notice**

Notices may be provided in an electronic transmission and be electronically transmitted. Such notices shall be effective with respect to those members who have consented, in the form of a record, to receive electronically transmitted notices and which members have designated in such consent the address, location or system to which such notices may be electronically transmitted. Said members may revoke consent by delivering a revocation to the corporation in the form of a record. Such consent shall be automatically revoked if the corporation is unable to electronically

transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

#### **2.7.4 Posting Notice on an Electronic Network; Effectiveness of Notice**

Notice may be provided to members who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such members a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 2.7.4.

#### **2.7.5 Notice of Meeting Called by Members**

At any time, upon the written request of not less than a majority of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than 10 or more than 35 days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice in the manner provided by these Bylaws, the person or persons making the request may do so and may fix the date, time and place for such meeting.

#### **2.8 Voting by Mail or Electronic Transmission**

Whenever proposals or Directors or officers are to be elected by members, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. An election may be conducted by electronic transmission if the corporation has designated an address, location or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system in an executed electronically transmitted record. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

#### **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 the form of a record, including, without limitation, an



electronic transmission from 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**

One-fourth of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than one-fourth 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. Members voting by mail or electronic transmission are considered to be present for purposes of quorum as set forth in Section 2.8 of these Bylaws.

## **2.11 Manner of Acting**

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

## **2.12 Proxies**

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid 11 months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

## **2.13 Action by Members Without a Meeting**

Any action which could be taken at a meeting of the members may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the members entitled to vote with respect to the subject matter of the consent. Any such record shall be inserted in the minute book as if it were the minutes of a member meeting. For purposes of this Section 2.13, record means information inscribed on a tangible medium or contained in an electronic transmission.

## **2.14 Meetings by Telephone**

Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE 3. BOARD OF DIRECTORS**

### **3.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors.

### **3.2 Number**

The Board shall consist of not less than 3 nor more than 11 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **3.3 Qualifications**

Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

### **3.4 Election of Directors**

#### **3.4.1 Successor Directors**

Successor Directors shall be elected each year at the annual meeting of members. Upon termination of membership of the corporation, the Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of the majority of the Directors then in office.

#### **3.4.2 Voting by Electronic Transmission**

Members may vote for Successor Directors by electronic transmission, provided that the corporation has designated an address, location or system to which the ballot may be electronically transmitted.

### **3.5 Term of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office for a term expiring on the date of the annual meeting of the Board two years subsequent to the Director's election or until the Director's successor is elected, whichever is later.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held prior to the calendar year-end on a date chosen by the President or the Board for the purposes of electing Directors (upon termination of membership in the corporation) and officers and transacting such 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.

### **3.7 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.

### **3.8 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 three 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.

### **3.9 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.10 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.

## **3.11 Notice of Meetings**

### **3.11.1 In Writing**

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting.

### **3.11.2 Personal Communication**

Notice may be by personal communication with the Director not less than 10 days before the meeting.

### **3.11.3 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

### **3.11.4 Posting Electronic Notice**

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4.

## **3.12 Waiver of Notice**

### **3.12.1 Record**

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 the form of a record, including, without limitation, an electronic transmission from 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.

### **3.12.2 By Attendance**

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.

## **3.13 Quorum**

A majority of the number of Directors fixed by or in the manner provided by these Bylaws 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.

## **3.14 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.

## **3.15 Presumption of Assent**

A Director 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.

### **3.16 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 consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.

### **3.17 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. 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.

### **3.18 Removal**

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

### **3.19 Vacancies**

A vacancy in the position of Director that occurs during the term of a Director may be filled by the affirmative vote of the remaining Directors. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **3.20 Board Committees**

#### **3.20.1 Standing or Temporary 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. The Board may also appoint committee members who are not Directors and who shall serve in an advisory capacity as non-voting members of such committees. Such 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 and by applicable Washington

law, 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 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.

### **3.20.2 Nominating Committee.**

The Nominating Committee shall consist of three or more Directors and shall be a standing committee for the purpose of making nominations to the Board for the election of Directors of the corporation. The Board may also appoint up to three committee members who are not Directors and who shall serve in an advisory capacity as non-voting members of the committee. The Nominating Committee shall solicit nominations for members of the Board annually, or as vacancies on the Board may occur from time to time. The Nominating Committee shall have the responsibility for preparation of a slate of nominees for election to the Board. After the slate of nominees has been approved by the Nominating Committee, the proposed slate of nominees shall be presented to the Board to determine whether the slate of nominees shall be presented to the members for vote as provided under Article 2.3.2.

### **3.20.3 Quorum; Manner of Acting**

A majority of the number of Directors composing 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.

### **3.20.4 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chair 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.

### **3.20.5 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.

### **3.21 Compensation**

Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. 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. All officers who are not Directors of the corporation shall be ex-officio non-voting members of the Board.

### **4.2 Election and Term of Office**

The open officer position of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns or is removed, he or she shall hold office for a term expiring on the date of the annual meeting of the Board two years subsequent to the officer's election or until the officer's successor is elected, whichever is later.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the 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.

#### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed 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.

#### **4.5 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.

#### **4.6 President**

The President shall preside over meetings of the Board and, subject to the Board's control, shall supervise all of the business of the corporation and execute documents on behalf of the corporation. The President shall also perform such other duties as may be assigned to him or her by the Board from time to time.

#### **4.7 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. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

#### **4.8 Secretary**

The Secretary shall ensure that accurate minutes are kept of meetings of the members and the Board as well as any committees of the Board that maintain minutes. The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall also perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

#### **4.9 Treasurer**

The Treasurer shall oversee the financial operations of the corporation and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

#### **4.10 No Compensation**

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

### **ARTICLE 5. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS**

#### **5.1 Duties of Care and Loyalty**

Officers and Directors shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and
- (c) in a manner such officer or Director believes to be in the best interests of the corporation.

#### **5.2 Directors' Duties**

- (a) Directors are expected to attend and actively participate in all regular and special meetings of the Board, except for good cause.
- (b) Directors shall serve on Board committees as needed.
- (c) Directors are expected to educate themselves regarding the history, purpose, and activities of the corporation so as to provide valuable service.

## **ARTICLE 6. ADVISORY BOARD**

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the corporation. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

## **ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **7.1 Contracts**

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

### **7.2 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.

### **7.3 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.

### **7.4 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.

### **7.5 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

## **7.6 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 open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

## **7.7 Corporate Seal**

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

## **7.8 Accounting Year**

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending December 31.

## **ARTICLE 8. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the members of the corporation or by the written consent of all members.