

BYLAWS
OF
SEATTLE SQUASH RACQUETS
ASSOCIATION

ARTICLE I

Membership

The corporation shall have no members.

ARTICLE II

Board of Trustees

II.1 Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Trustees.

II.2 Number. The number of trustees of the corporation shall be not less than four. The Board of Trustees by amendment of these Bylaws may increase or decrease the number of trustees, provided that no decrease in number shall have the effect of shortening the term of any incumbent, or reducing the number of trustees to less than three. Each such trustee shall hold office for the term of one year for which he is elected and until his successor shall have been elected and qualified.

II.3 Executive Committee. The Board of Trustees by resolution adopted by a majority of the trustees in office may designate and appoint an executive committee which shall consist of two (2) or more trustees and which shall have and exercise such authority of the Board of Trustees in the management of the Corporation as may be specified in said resolution; provided, that no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any trustee or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual trustee of any responsibility imposed upon it or him by law.

II.4 Election and Term. After the first annual meeting, the trustees shall be elected at each annual meeting, to hold office until the expiration of the term of office and until his or their respective successors are elected and qualified.

II.5 Vacancies. The Board of Trustees shall have power to fill any vacancy occurring in the Board and any trusteeship to be filled by reason of an increase in the number of trustees by amendment to these Bylaws. The trustee appointed or elected as the case may be, to fill a vacancy, shall be elected or appointed for the unexpired term of his predecessor in office.

ARTICLE III

Meetings of Board of Trustees

III.1 Annual Meetings. The annual meeting of the Board of Trustees for election of trustees to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year at the registered office of the corporation, on the second Tuesday of September, at 5:30 p.m., but in case such date shall be a legal holiday, the meeting shall be held at the same hour and place on the next succeeding day not a holiday.

III.2 Special Meetings. Special meetings of the Board of Trustees may be held at any place, at any time, whenever called by the president or secretary, or any two (2) or more trustees.

III.3 Notice of Meetings. Notice of the time and place of any special meetings of the Board of Trustees shall be given by the secretary, or by the trustee or trustees calling the meeting, by mail, telegram, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where the trustee attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Trustees need be specified in the notice or any waiver of notice of such meeting.

III.4 Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business. The act of the majority of trustees present at a meeting at which a quorum is present, shall be the act of the Board of Trustees. At any meeting of the Board of Trustees at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

ARTICLE IV

Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the trustees of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed, by all of the trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE V

Waiver of Notice

Whenever any notice is required to be given to any trustee of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, 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 equivalent to the giving of such notice.

ARTICLE VI

Indemnification of Trustees and Officers

Each trustee or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a trustee, director or officer of any other corporation, whether for profit, or not for profit, and his respective heirs, executors, and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of Board of Trustees, or otherwise.

ARTICLE VII

Officers

VII.1 Officers Enumerated. The officers of the corporation shall be a president one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Trustees, each of whom shall be annually elected by the Board of Trustees, and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Trustees may prescribe.

VII.2 The President. The president must be a trustee of the corporation. He shall exercise the usual executive powers pertaining to the office of president. He shall preside at meetings of the Board of Trustees and any committee exercising any authority of the Board.

VII.3 The Vice President. In the absence or disability of the president, the vice president shall act as president.

VII.4 The Secretary. It shall be the duty of the secretary to keep records of the proceedings of the Board of Trustees and when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations, or instruments, in the name of the corporation, to keep the corporate seal, and to affix the same to proper documents.

VII.5 The Treasurer. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and shall cause to be kept regular books of account. He shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Trustees. In general, he shall perform all of the duties incident to the office of treasurer.

VII.6 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Trustees at any regular or special meeting.

VII.7 Salaries. The salaries of all officers and agents of the corporation shall be fixed by the Board of Trustees.

VII.8 Removal. Any officer elected or appointed may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE VIII

Administrative and Financial Provision

VIII.1 Fiscal Year. The fiscal year of the corporation shall be June 1 to May 31.

VIII.2 Loans Prohibited. No loans shall be made by the corporation to any officer or to any trustee.

VIII.3 Corporate Seal. The Board of Trustees may provide for a corporate seal which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

VIII.4 Books and Records. The corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board of

Trustees, and committees having any of the authority of the Board of Trustees. All books and records of the corporation may be inspected by any Trustee, or his agent or attorney, for any proper purpose at any reasonable time.

VIII.6 Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Trustees at any annual or special meeting of the Board.

VIII.7 Rules of Procedure. The rules of procedure at meetings of the Board of Trustees of the corporation shall be the 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 with any resolution of the Board of Trustees.

**AMENDMENTS TO BYLAWS
OF
SEATTLE SQUASH RACQUETS
ASSOCIATION**

ARTICLE III.1 Annual Meetings

Amend line 6 to change "September" to read "June".

ARTICLE IX

Dissolution of the Corporation

Upon determination by two-thirds vote of the members of the Board of Trustees in favor of dissolution of the corporation, any assets of the corporation remaining at the time of dissolution shall be dedicated to one or more tax exempt purposes, or otherwise distributed in accordance with the laws of the State of Washington.

This document is certified to be a conformed copy of the original by-laws and all amendments thereto.

Signed and sealed this day 5th of July, 1989 in Seattle Washington.

Richard H. Daly.
Secretary, Seattle Squash Racquets Association

ARTICLE X

X.1 This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

X.2 Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) .

X.3 Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NOTE: Article IX is superseded by Article X.3

ARTICLE II.2 Number

Amend the first sentence to read:

“The number of trustees of the corporation shall be not less than four, nor more than fifteen.”

Amend the last sentence to read:

“Each such trustee shall hold office for the term of three years for which he is elected and until his successor shall have been elected and qualified.”

ARTICLE II.3 Executive Committee

Amend to change “electing, appointing or removing any member of any such committee or any trustee or officer of the corporation;” to “electing, appointing or removing any member of any such committee or officer of the corporation; removing any trustee;”

11.6 Nominations and Voting.

Trustee nominations shall be submitted 1 month prior to the Annual Meeting. A list of nominees for election shall be prepared and distributed to the SSRA membership 14 days prior to the Annual Meeting. Method of distribution to include one or all of the following: News Letter, e-mail, SSRA Web page, Notices at the clubs.

11.7 Trustee Attendance

Elected Trustees shall attend a minimum of 3 committee meetings during ^{each} the 12 months after being elected, or forfeit their opportunity of being re-nominated for another term.

to make sense