

**Bylaws**  
**of**  
**NCL Athletics Inc. (dba North County Lacrosse)**

1. Contact. The principal contact address of NCL Athletics Inc. dba North County Lacrosse (the "Corporation") US mail at PO Box 915, Lynden, WA 98264 or such other place as the Board of Directors (Board") may designate.
2. Membership. The Corporation shall have no members.
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 five and not more than nine Directors, the specific number to be set by resolution of the Board.
  - 3.3 Qualifications. Directors shall have at least one child actively participating in, or one year removed from active participation, the North County Lacrosse program. The Board may prescribe additional qualifications by resolution or amendment to these Bylaws.
  - 3.4. Election of Directors
    - 3.4.1. Initial Directors. The initial Directors named in the Articles of Incorporation shall serve until at least the first annual meeting of the Board.
    - 3.4.2. Successor Directors. Successor Directors shall be elected at the annual meeting of the Board.
  - 3.5. Term of Office. Unless a Director dies, resigns or is removed, he or she shall hold office for a term of two years or until his or her successor is elected, whichever is later.
  - 3.6. Annual Meeting. The annual meeting of the Board shall be held during the month of August each year, at the time and at such location as determined by the Board of Directors, for the purposes of electing directors and officers and transacting any business that may properly come before the meeting.
  - 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 request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or outside 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 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 a location designated by the Board, by any persons entitled to call a meeting.

3.11. Notice of Special Meetings. Notice of special Board or committee meetings shall be given to all Directors by personal communication with the Director.

#### 4. Officers

4.1. Election and Term of Office. The officers of the Corporation shall be elected every two years by the Directors at the annual meeting of the Board.

4.2. Resignation. Any officer may resign at any time by delivering written notice to the President, a 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 on the notice, or if the time is not specified, upon delivery of the notice and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

4.3. 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 by removal.

4.4. 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.

4.5. President. The President shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board. 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.

4.6. Vice President(s). 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. The Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.7. Secretary. The Secretary shall: (a) keep the minutes of meetings of 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 address of each Director and each officer; (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.

4.8. Treasurer. 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, and deposit 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; 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.

## 5. Interests of Directors and Officers

5.1. Conflict of Interest. Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

5.2. Review of Certain Transactions. Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a

position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

6. Indemnification

6.1 Right to Indemnification. The corporation shall indemnify its officers, directors, and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation or who is or was serving at the request of the corporation.

7 Administrative Provisions.

7.1. 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.

7.2. 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.

7.3. 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, as determined by resolution of the Board.

7.4. 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, as the Board may select.

7.5. 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 the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

7.6. Accounting Year. The accounting year of the Corporation shall be the twelve months ending August 31 .

8. Amendments

8.1. These Bylaws may be altered, amended or repealed and new Bylaws may be

adopted by a vote of the majority of the number of Directors in office.

The foregoing Bylaws were adopted by the Board of Directors on September 1, 2015, effective on filing of the Articles of Incorporation of the Corporation with the Secretary of State of the State of Washington.

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Andrea Bird, Secretary

## Amendments to the Bylaws

1. The Board will require multiple quotes, when plausible, for any and all goods and services. Any Board members providing quotes will recuse themselves from voting on the award. **Approved 9/23/15**
2. In the event of an even number of Board members resulting in a split vote, the Secretary's vote will be voided to determine the result. **Approved 9/23/15**