

Revision Date	Condition of Revision	Board Approval Date
4/9/18	7.05 Meetings	4/17/18
4/9/18	8.06 Elections, Appointments and Limitations	4/17/18
4/9/18	9.01 Elected Board and Positions	4/17/18
6/7/20	Sections 5.01 subject; 6.01 Address, 8.06 Elections; Appointments and Limitations; 9.01 Elected Board and Positions; 10.06 Reserves; General grammar and punctuation	6/17/20
4/17/22	Consolidation of Sections 8.04 and 8.05, Updated conflict of interest, clarifications of duties and eligibility. General punctuation and grammar	6/13/22
4/13/26	7.06 Club Affiliation: Added Club Lettering Policy 8.05 Officer Elections and 8.08 Officer Integrity	4/15/26

## Mission Statement and By-Laws of Monroe Lacrosse Club

### Mission Statement:

The Monroe Lacrosse Club is dedicated to organizing, developing, and promoting the sport of lacrosse within the Sky Valley and surrounding areas. The club seeks to honor the game by instilling values of scholastic achievement, sportsmanship, and teamwork while fielding competitive lacrosse teams throughout the program.

### Club By-Laws

#### Article I. Name of Organization:

**Section 1.01** The name of this organization shall be the Monroe Lacrosse Club (MLC) in the remainder of this document to be referred to as “the Club” or “MLC”.

**Section 1.02** Monroe Lacrosse Club is a 501(c)3 non-profit organization.

#### Article II. Creation:

**Section 2.01** The organization was established June 14, 2009.

#### Article III. Purpose:

**Section 3.01** The purpose and objective of the MLC is to support the Mission Statement and to provide support for competitive teams for boys and girls through game operations, fundraising and general club business and activities.

## Article IV. Focus:

**Section 4.01** The Club shall be responsible for the facilitation of the tasks needed for the season to be completed. These tasks include, but are not limited to; player registration, competition, fundraising, publicity, game operations, and coach's support as needed.

**Section 4.02** The Club shall not focus on player playing time, or other coaching decisions. Such decisions are left to the coaching staff of the team that the player is placed on.

### Section 4.03

- 1) All Club members are required to understand and follow the Club Code of Conduct. Any disciplinary action to be taken regarding any Club Member shall be in accordance with the Club Code of Conduct appropriate to their grade level.

High School -

[http://files.leagueathletics.com/Images/Club/13690/Documents/Info\\_Coaches/WHSBLA\\_Code\\_of\\_Conduct.pdf](http://files.leagueathletics.com/Images/Club/13690/Documents/Info_Coaches/WHSBLA_Code_of_Conduct.pdf)

Youth –

<https://leagueathletics.com/Documents.asp?n=&org=monroelacrossewa.com>

- 2) If the Club Member is not able to view the Code of Conduct online, a printed copy may be requested from the MLC Board.

## Article V. Governance:

### Section 5.01 Operations and Limitations

- 1) The affairs, property, and operation of the Club shall be governed and managed by the Board of Directors as limited by these By-laws.
- 2) Such operations could include, but not be limited to:
  - a) Policy re: costs, dues and fees;
  - b) Policy re: player eligibility;
  - c) Policy re: coaches eligibility;
  - d) Policy re: discipline for players, coaches and members;
  - e) Policy re: game and practice regulations;
  - f) Policy re: field, equipment and uniform requirements;
  - g) Policy re: scheduling

### Section 5.02 Property

- 1) All property is owned by The Club.
- 2) Should any division arise, all property shall be retained by The Club.
  - a) Should the organization be dissolved, all property shall be liquidated.
  - b) The process a nonprofit corporation undergoes when it decides to cease operations is defined by the Washington Nonprofit Corporations Act (chapter 24.03 RCW) and federal tax law with respect to 501(c)(3) organizations.
  - c) Upon dissolution or winding up of The Club, the Board of Directors shall ensure that after paying or making adequate provision for the payment of all the liabilities of The Club, all the remaining assets of The Club shall be distributed by the Board of Directors for a purpose or purposes similar to those set forth in Article III, section 3.01 as outlined below:
  - d) Washington Lacrosse Officials Association for the purpose of recruiting and training new officials (referees) and USA Lacrosse for the purpose of promoting events to grow the sport (example "TryLax" clinics) shall each receive 50% of remaining assets.

### **Section 5.03 Representatives**

- 1) The Club will have a representative to attend government body meetings for youth and high school leagues.

## **Article VI. Offices:**

### **Section 6.01 MLC Offices and Location**

- 1) The MLC may have its principal office or other offices at such place or places, within the State of Washington, as the Board of Directors ("Board") may designate. The Club presently has no principal office, but its mailing address is P.O. Box 1394, Monroe, WA 98272

## **Article VII. Membership:**

### **Section 7.01 Classes of Membership**

- 1) The Club shall have two classes of membership. These classes are Standard membership and Honorary membership. Rights of membership, as detailed in these By-Laws, shall apply to both classes. 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 By-Laws.

### **Section 7.02 Qualifications**

- 1) Eligibility
  - a) All students of the Monroe School District and/or surrounding Skykomish Valley Schools as designated by respective leagues or governing bodies.
- 2) Standard Membership:
  - a) In order to qualify for standard membership, a member shall be one of either the parent or guardian with a child or children currently involved in Monroe Lacrosse Club activities. Membership is by the family (1 member vote total per family) and either parent or guardian(s) are qualified to cast a vote and represent the family at any meeting.
  - b) A player must be paid in full no later than the first season practice.
  - c) A player must be a USL member in good standing through the duration of the season.
- 3) Honorary Membership:
  - a) Honorary membership shall be conveyed to an individual by vote of the Board of Directors and shall extend for a period to be established by the Board.
- 4) Further:
  - a) Members may have such other qualifications as the Board may prescribe by amendment to these By-Laws.

### **Section 7.03 Rules**

- 1) Members are those having been admitted into the MLC and not currently on probation, suspension, or provisional status.
- 2) Failure of a Member to abide by these By-Laws and the policies adopted by the Board of Directors shall be subject to disciplinary action up to and including suspension as decided by the Board of Directors.
- 3) Any Member subject to disciplinary action shall have the right to appeal that decision to the Board of Directors for reconsideration and to the Membership as provided for in these By-Laws.
  - a) The appeal process shall require the Member in question to file a written request with the Board of Directors within 60 days of the date of the disciplinary action in question. The final appeal decision of the Board of Directors shall be final.

### **Section 7.04 Voting Rights**

- 1) Standard Members are allowed to vote for officers at the annual meeting and must be present to cast vote.
- 2) There is no allowance for members to cast a proxy vote.
- 3) Honorary members are not allowed to vote for officers.

## Section 7.05 Meetings

### 1) Annual Meeting

- a) The annual meeting of the members shall be held during the month of May of each year, on date selected by the President, for the purpose of Board elections and transacting such other business as may properly come before the meeting.
- b) A majority of the votes cast at the annual meeting shall be from Standard Members. 3

### 2) Regular Meetings

- a) The Board should meet at least once per month during the off season. Meetings of the Board may be held at any location that is reasonably expected to be able to accommodate members and spectators, including online meetings. Unless the Board provides otherwise, meetings of the Board should be scheduled at the Board meeting immediately prior. The Board may hold emergency meetings as circumstances require.
- b) All meetings are open to Members of the Club.
- c) All votes shall be made public. Votes shall be taken in Regular or emergency meetings, so long as the emergency meeting is published with advance notification to the Membership.
- d) The Board of Directors may vote on all Board matters with the use of email correspondence. Board members may submit their vote on a matter put forth by the President by submitting their email vote as either 1) (in favor of (yes) or 2. not in favor of (no) . The response shall be emailed to the President with all other Board members cc'd on the response. The email response will count as a valid vote. The vote shall be made public in the meeting minutes at the following meeting.

### 3) Special Meetings

- a) The Board will meet as deemed necessary by the President or any officer, to carry out the business of the Club.

### 4) Notice of Meetings

- a) Public Notice, as referred to in these By-Laws, may be accomplished through email or social media, such as Facebook, so long as the Board of Directors determines the method is reasonable and appropriate, and this determination is recorded in the Board's minutes.

## Section 7.06 Club Affiliation

- 1) The Club is affiliated with the Washington High School Boys Lacrosse Association (WHSBLA) and North Sound Youth Lacrosse (NSYL).
- 2) In coordination with the Monroe Highschool athletic department, the club will recognize high school athletes for their academic standing and individual season athletic participation by instituting a yearly club Lettering Policy
  - a) Maintain a 2.5 GPA for the academic year corresponding with that season
    - i. Monroe High School GPA scale to be used as basis
      - A = 4.0
      - A- = 3.7
      - B+= 3.3
      - B = 3.0
      - B- = 2.7
      - C+= 2.3
  - b) Attendance
    - i. Play in at least 75% of games (can be reduced in cases of injury. Expectation is that player attends games and assists on player sideline)
    - ii. Attend at least 80% of practices
    - iii. Attend any special meetings mandated by coaching staff
  - c) Code of Conduct
    - i. As determined by the coaching staff, player has met all expectations of behavior on and off

- the field
- ii. As determined by the coaching staff, player has represented the Monroe Bearcats with sportsmanship and pride

### **Section 7.07 Exceptions**

- 1) Exceptions will be governed by WHSBLA and NSYL rules.

## **Article VIII. Board of Directors:**

### **Section 8.01 Board of Directors Officers, Appointees, and At-Large Board Members.**

#### 1) Officers

- a) Officers shall not hold a position that is paid in any capacity by the Club.
- b) The Officers are described in Article IX of this document.
- c) Only Officers have the authority to vote at Board meetings. For any office being held by multiple individuals, there shall be a single vote for that office position.

#### 2) Co-Officers

- a) With the exception of President and Treasurer, each Officer position may be a Co-Position. Co-Positions should use natural delineation of work where-ever possible. (i.e. H.S. and Youth, or Fields and Communication Coordination, etc.)

#### 4) Appointed Board Positions

- a) Should a position become vacant, Appointees to a vacant Board position will be appointed by a quorum of the Board. The General Membership is not required to be present for these appointments.
- b) Appointees can be either from the Club Membership, or the greater Monroe community.

#### 5) The Executive Board shall consist of the following officers: President, Vice President, Treasurer, Secretary, High School Director, and Youth Director.

- a) The Executive Board shall oversee the general operations and strategic direction of the Club. The Board has the authority to make decisions on behalf of the Club between general membership meetings, subject to these Bylaws and any policies adopted by the membership.

#### 6) At-Large Board Members

- a) While holding no official duty or voting rights, Board Members at Large are the first considered for open officer or appointee positions, as well as committee formations that may be needed.
- b) The primary role of At Large Board Members is to ensure that a fair and honest process is being followed within the Club, and to promote the Monroe Lacrosse Club.
- c) At Large Board members are not required to reach a Quorum; however, every endeavor will be made to consult and consider the feedback of these Board members.

### **Section 8.02 General Powers**

- 1) The Board of Directors shall be the governing authority and shall establish and maintain the policies and procedures of the organization.
- 2) The Executive Board may act without a formal meeting provided a quorum of the Board agrees via email or standup meeting.
- 3) The Executive Board and At Large Board Members are appointed for purposes of officer authority, governance control, or voting procedures unless otherwise expressly stated in these bylaws. All elected representatives of the whole appointed committee are known as the Board of Directors.
- 4) Committees and Appointees.
  - a) The Board of Directors has the authority to create committees and positions to which it may delegate any specified aspect of its responsibility.
  - b) The Board of Directors has the authority to dissolve any committee or position which it created. c) Every committee shall have a chairperson, responsible for the overall operation of the committee, who shall be appointed by and report to the Board of Directors.
  - d) The Board of Directors may delegate the responsibility for selecting the chairperson to the

committee.

- 5) The President, Vice President, Secretary, Treasurer, Directors, and Representatives of the MLC all serve as volunteers and shall not be personally liable for the debts, liabilities, or other obligations of the MLC.

### **Section 8.03 Order of Succession**

- 1) In the absence of the President, a Vice President shall preside at a Board Meeting.
- 2) In the absence of the President at the Annual Meeting, the order of succession for the presiding officer shall follow the list of officers, in order, as listed in Article IX, as long as a quorum is present.
- 3) In the absence of the Secretary at any meeting, the presiding officer shall select a director or member to take minutes.

### **Section 8.04 Officer Nominations**

- 1) Nominations for Officer Position Elections are
  - a) Publicized to the general membership, and
  - b) Held open, for at least 15 calendar days before the election is to take place.

### **Section 8.05 Elections, Appointments, and Limitations:**

- 1) Officer Elections
  - a) The Officers are elected at a general membership meeting for a two-year term but can be re-elected in the same position for a standard maximum of 4 years (2 election cycles). The board, by a majority vote, may choose to extend election eligibility for an officer beyond the 4 year maximum when extenuating circumstances exist. If done so, election eligibility will be extended in single year increments and the officer will need to be elected by the general membership for the year extension.
  - b) President, Secretary, High School Director, Youth Director, and Athletic Director shall be elected on even numbered years.
  - c) Vice President, Treasurer, Electronic Communications Director, and Registrar shall be elected on odd numbered years.
  - d) Officer terms will be restricted to 6 consecutive years with a minimum 1-year break in service, irrespective of any changes in office role within those 6 years.
- 2) Board of Director Appointments
  - a) In the event a position does not have an eligible candidate for election, it will be up to the remaining Board members to find a suitable candidate who meets the criteria of the office and Board Membership. Should a suitable candidate not be available after announcement and search, the Board may Appoint a Director in an interim capacity for the term of up to 12 months.
  - b) That replacement may be the previous incumbent, if agreed upon by a majority of the Board.
  - c) The Board of Directors will continue to search for a qualified candidate for the position.

### **Section 8.06 Quorum**

- 1) A Majority of the number of Board of Directors fixed by or in the manner provided by these By-Laws shall constitute a quorum for the transaction of business at any Board meeting.
- 2) If a quorum is not present at a meeting, a majority of the Board of Directors present may adjourn the meeting from time to time without further notice.
- 3) A quorum of the officers must be present either in person or by phone to conduct business for a Board meeting.

### **Section 8.07 Proxy Votes**

- 1) An appropriate Proxy may be appointed to fulfill an officer's duties for the purposes of an absence during Board meetings. Proxies may be selected from the Board of Directors.
- 2) Notification of Proxy must be made by email, no less than 48 hours before a meeting is to be conducted. The entire Board must be notified.

3) A proxy is not required to be appointed for Board meetings (containing a vote or not).

### **Section 8.08 Conflicts of Interest**

- 1) Directors, Officers, Appointees and committee members shall not hold any post, whether elected or appointed, on any other Board of directors of a lacrosse organization except for governing bodies as outlined in section 7.06 of this document.
- 2) Whenever a director or officer has a financial or personal interest in any matter coming before the Board of directors, the affected person shall;
  - a) Fully disclose the nature of the interest, and
  - b) Withdraw from discussion, lobbying, and voting on the matter.
- 3) Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Club to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
- 4) To prevent actual, potential, or perceived conflicts of interest, no two individuals who reside in the same household may simultaneously serve as members of the Executive Board, regardless of marital status, familial relationship, domestic partnership, or any other personal relationship.
  - a) For purposes of this section, "household" means individuals sharing the same primary residence or residential address. No waiver, exception, suspension, or special approval of this requirement shall be permitted under any circumstances.
  - b) If a sitting Board member becomes a member of the same household as another sitting Board member during their term of office, one member must resign within thirty (30) days. If neither member resigns voluntarily, the Board shall remove the member most recently elected or appointed to the Board, in accordance with these bylaws.
- 5) Any nomination, election, or appointment made in violation of this section shall be void immediately upon discovery of the violation.

### **Section 8.09 Resignation or Removal from Office**

- 1) Resignation
  - a) Any Director may resign at any time by providing written notice to the President or the Secretary at the next meeting of the Board and/or delivering it via email to the president. If received by email, the president will forward the resignation to the remainder of the Board and it shall be read into the minutes at the next Board meeting.
  - b) 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 on the notice, the acceptance of such resignation shall not be necessary to make it effective.
- 2) Removal
  - a) At a meeting of the Board called expressly for the purpose of removal, one or more Directors may be removed from office, with or without cause, by a majority vote cast by Directors then in office.

### **Section 8.10 Vacancies**

- 1) The Board shall endeavor to hold continuity from year to year, while continuing to seek representation from each of the grade levels.
- 2) A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors.
- 3) If a quorum is not present at the vote, the vacancy may be filled by the affirmative vote of the remaining Directors present at the meeting.
- 4) A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **Section 8.11 Compensation**

- 1) All members and officers of the MLC shall serve without compensation, except they will be allowed reimbursement of expenses incurred in the performance of their regular duties.
- 2) Such reimbursement requires approval from the Executive Board and shall be disclosed in the financial

statements of the MLC.

## Article IX. Positions and Duties of the Club:

### Section 9.01 Elected Board Positions and Duties

#### 1) President

- a) The Board President shall;
  - i) Make sure that all other roles are being executed well. Keep team on tasks and hold people accountable for the jobs they took on
  - ii) Work with Secretary to schedule all Board meetings. Oversee and control Board meetings.
  - iii) Step in as issues arise during the season and provide leadership to resolve.
  - iv) Have charge, access to and be responsible for the funds of the Club, including being a signatory on the Club bank account(s).
  - v) Create and determine membership of committees as needed on behalf of the Board.

#### 2) Vice President

- a) In the absence of the President or his or her inability to act, the Vice President shall;
  - i) 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
  - ii) Have, to the extent authorized by the President or the Board, the same powers as the President to sign checks, contracts or other instruments
  - iii) Plans and Coordinates all club fundraising activities
  - iv) Perform such other duties as from time to time may be assigned to him or her by the President or the Board

#### 3) Treasurer

- a) The Treasurer shall;
  - i) Have charge and custody of and be responsible for all funds of the Club
  - ii) Keep books of accounts and records including bank statements, receipts, invoices, and paid receipts
  - iii) Make disbursements as authorized by the President or the Board of Directors in accordance with the budget adopted by the Club
  - iv) Be a signatory on bank accounts
  - v) Present a financial statement at meetings if requested
  - vi) Maintain records of registration fee payments
  - vii) File any applicable tax reports to state and federal entities
  - viii) Be responsible for placing uniform and equipment orders through coordination with Youth, High School, and Athletic Directors

#### 4) Secretary

- a) The Secretary shall;
  - i) Recording minutes of all Board meetings including General Membership meetings
  - ii) Set the time, place, and publicize the agenda for upcoming meetings
  - iii) Ensures publication of meetings are accurate, while ensuring all publications from the Board are appropriately redacted if necessary
  - iv) Chief records keeping for the organization

#### 5) High School Director

- a) The High School Director shall;
  - i) Manage the high school side of the club
  - ii) Work with the coaches on any issues
  - iii) Assists with fundraising, and all other high school related activities
  - iv) Ensure Code of Conduct compliance

v) Appoint the side line parent for all games

vi) May delegate or appoint jobs to parent volunteers and/or establish committees for work parties

vii) Acts as the club representative to the high school league

#### 6) Youth Director

a) The Youth Director shall;

i) Manage the youth side of the club

ii) Work with the coaches on any issues

iii) Create a Player binder and keep it up throughout the season as needed

iv) Performing background checks of all coaches and parent helpers on the field

v) Ensure compliance of all club rules

vi) Ensure Code of Conduct compliance

vii) Appoint the side line parent/field manager for all games

viii) May delegate or appoint jobs to parent volunteers or coaches, and/or establish committees for work parties

ix) Acts as the club representative to the youth league

#### 7) Registrar

a) The Registrar shall;

i) Works most closely with and responds to the Youth and High School Directors

ii) Maintain a database of all player records

iii) Ensure a complete record of all required documentation (i.e. Birth Certificate, Code of Conduct form, Registration completion, Player Eligibility, etc.)

iv) Assists Treasurer with payment reconciliation

v) Only the Registrar can register a player in the system, all other Club Members must go through the Registrar to complete a registration

vi) Maintain and provide proof of the insurance for the Association

#### 8) Electronic Communications Coordinator

a) The Electronic Communications Coordinator shall;

i) Maintains the website and social media for the Club

ii) Add or delete from website as advised by Board Officers

iii) Help the Registrars with any web or system related registration problems but will not act as the registrar without notification to the Registrar and the Board Officers.

iv) On an as-needed basis be responsible for sending club wide communications.

#### 9) Athletic Director

a) The Athletic Director shall;

i) Be responsible for the appointment and coordination of all volunteer coaches

ii) Ensure that head coaches at each level meet the minimum standards as outlined by all governing bodies

iii) Work with coaches at youth and high school level to develop and maintain a set of skills standards to be emphasized at each age level throughout the club

iv) Conduct regular evaluations of and provide feedback/training to coaches at youth and high school level

v) Coordinate field rental and scheduling. This may include delegation of these tasks (with appropriate oversight) to other members of the Board and/or committees.

vi) Coordinate set up/take down of fields for both practices and games, to include ensuring that all necessary equipment is on site as needed

vii) Acts as the alternate club representative to the leagues

## **Section 9.02 Coaching Staff**

- 1) Volunteer Coaching staff
  - a) Appointment.
    - i) All coaches are confirmed by a quorum vote of the Board of Directors.
    - ii) Head coaches shall perform the duties determined by the Board of Directors.
    - iii) Head coaches may delegate tasks and responsibilities to assistants and volunteers, as appropriate.
    - iv) Any coach appointed by the Board shall be considered to cover the current season. v) Any volunteer head coach will have registration fees waived for one child comparable to the level that the coach is coaching at.
    - vi) Assistant coaches' registration fee waivers will be determined on a year by year basis as approved by the Board.
    - vii) All other cost waivers will be determined at the discretion of the Board.
    - viii) All coaching staff are required to be fully paid members of USL in good standing for the duration of the season.
- 2) Paid Coaching Staff
  - a) Paid Coaching staff shall be contracted, and are not considered employees of the Board or MLC. b) Any coach will be given and expected to adhere to a contract having an effectivity of no longer than one year.
  - c) Paid Coaching staff shall perform all the duties outlined for Volunteer coaches, with the following exceptions/additions.
  - d) Assistant coaches may be selected by head coaches but must be approved by a majority vote of the Board of Directors.
  - e) Registration fee waivers will be excluded for Paid Coaching Staff.
- 3) Termination of Appointment.
  - a) By resignation.
    - i) Any coach or volunteer may resign at any time.
  - b) Grievance.
    - i) Where a grievance exists against any coach or volunteer, such grievance may be brought before the Board of Directors by any two Members in good standing. If the Board, after thorough investigation and consideration, believes the grievance to be true and substantial, then the appointment of the coach may be terminated at any Board meeting upon a 2/3 majority vote of the Board of Directors. Notice of any such meeting, stating its object, shall be announced at least one week before the meeting.
- 4) Suspension.
  - a) A head coach may suspend an assistant or volunteer, pending further action from the Board of Directors. The President or respective Vice President may suspend any coach or volunteer, pending further action from the Board of Directors. The head coach may act alone in bringing an issue about their assistant or staff without requirement to meet the Grievance law written above.
- 5) Order of Precedence
  - a) In the event of a conflict between the coach's contract, the code of conduct and these By-Laws, the order of precedence shall be:
    - i) These By-Laws
    - ii) The specific Coach's contract
    - iii) The Coach's Code of Conduct
    - iv) The Player's Code of Conduct

## **Article X. Finance:**

### **Section 10.01 Loans or Extensions of Credit**

- 1) No loans shall be contracted on behalf of the Club and no evidence 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.
- 2) No loans shall be made and no credit shall be extended by the Club to its officers or Directors.

### **Section 10.02 Deposits**

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

### **Section 10.03 Access**

- 1) All "Accounting Books" and financial records of the Club shall be open at any reasonable time to inspection by any Member of the Club that is in good standing and has been a member for at least three months.

### **Section 10.04 Distribution**

- 1) Electronic and/or paper copies of the "Books" shall be distributed to Board members at the beginning of their term or if requested by the Board member.
- 2) If the "Books" are changed or updated by the Board, a new copy shall be distributed via email to the Board.

### **Section 10.05 Audit**

- 1) The Board will determine a group of at least 3 non-check signing Board members, general members or volunteers to audit the books on an annual basis. The audit may be suspended by the Board for not longer than 25 months.
- 2) The Audit will be presented to the Board of Directors at a regularly scheduled meeting.

### **Section 10.06 Reserves**

- 1) The Club shall establish a cash reserve for emergency use and to cover all expenses incurred to cover basic operating expenses of the Club.
  - a) The Board has established a minimum of \$5,000 is to be kept available as a reserve emergency fund at the end of the season, however this reserve shall not exceed \$15,000.

## **Article XI. Indemnification:**

### **Section 11.01 The Club shall indemnify its Officers and Directors, to the greatest extent permitted by law.**

- 1) The Club shall have power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Club or who is or was serving at the request of the Club, for the period that person was serving.

### **Section 11.02 The Club may not indemnify any Indemnified Person for:**

- 1) Acts or omissions of the Indemnified Person finally adjudged to be intentional misconduct or a knowing violation of law;
- 2) Conduct of the Indemnified Person finally adjudged to be in violation of Section 24.03.043 of the Washington Nonprofit Corporation Act in reference to Section 23B.08.310 of the Washington Business Corporation Act; or
- 3) Any transaction that it was finally adjudged that such Indemnified Person personally received a benefit in money, property or services that the Indemnified Person was not legally entitled, or if The Club is otherwise prohibited by applicable law from paying such indemnification; Provided, however, that if Section 23B.08.560 or any successor provision of the Washington Business Corporation Act is hereafter amended, the restrictions on indemnification set forth in this section shall be as set forth in such amended statutory provision.

### **Section 11.03 Expenses of Indemnification payable in advance**

- 1) The Club shall pay the reasonable expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of such Proceeding's final disposition (such expenses, "Advanced Expenses"); provided, however, that, to the extent required by law, such payment of Advanced Expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all Advanced Expenses if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article XI or otherwise. Notwithstanding any of the foregoing in this Section 11.02 (c), the Club shall not be required to pay any Advanced Expenses to a person against whom The Club directly brings a claim alleging that The Club is not required to indemnify such person under Section 11.02 (b) of this Article XI.

### **Section 11.04 Written Statement Required; Right of Indemnified Person to Bring Suit.**

- 1) An Indemnified Person seeking indemnification pursuant to Section 11.02 (a) or Advanced Expenses pursuant to Section 11.02 (c) must first submit to the Board a sworn statement requesting indemnification or Advanced Expenses, and reasonable evidence of all such amounts requested by such Indemnified Person (such statement, a "Claim"). If:
  - a) A Claim pursuant to Section 11.02 (a) above is not paid in full by MLC within 60 days after such Claim has been received by MLC, or
  - b) A Claim pursuant to Section 11.02 (c) above is not paid in full by MLC within 30 days after such Claim has been received by MLC, then the Indemnified Person may at any time after the expiration of the applicable period bring suit against MLC to recover the unpaid amount of such Claim. If an Indemnified Person succeeds in whole or in part in any such suit or in a suit brought by MLC to recover Advanced Expenses pursuant to the terms of an undertaking, then such Indemnified Person is also entitled to receive reimbursement from MLC for the expense of prosecuting or defending such suit. The Indemnified Person shall be presumed to be entitled to indemnification under this Article XI upon submission of a Claim (and, in an action brought to enforce a Claim for Advanced Expenses, where the required undertaking has been delivered to MLC), and, thereafter, MLC shall have the burden of proof to overcome the presumption that the Indemnified Person is so entitled.

### **Section 11.05 Nonexclusively of Rights**

- 1) The right to indemnification and Advanced Expenses conferred by this Article XI shall not be exclusive of any other right that any person may have or hereafter acquire under;
  - a) Any statute,
  - b) Provision of these Articles of Incorporation,
  - c) The By-Laws of MLC,
  - d) By general or specific action of the Board of Directors,
  - e) By contract or,
  - f) Otherwise.