

BYLAWS
OF
EDMONDS PETANQUE CLUB

SECTION 1 ORGANIZATION; PURPOSES AND POWERS

1.1 Corporate Status and Purposes. The Edmonds Petanque Club (the “**Club**”) is a nonprofit, mutual benefit corporation organized under the laws of the State of Washington, ch. 24.06 RCW (the “**Act**”), for promoting and organizing games of petanque for its members, the purposes stated in its articles of incorporation (the “**Articles**”), and for any related or other functions permitted by such laws and by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code.

1.2 Corporate Powers. Except as specifically provided in these Bylaws or in the Articles to the contrary, the Club shall have all of the powers allowed to a nonprofit corporation under the Act that are consistent with its stated purposes.

1.3 Compliance with FPUSA Requirements. Unless otherwise determined by three-quarters (3/4) of the members of the Board of Directors of the Club (the “**Directors**”), the Club shall maintain an affiliation with the Federation of Petanque U.S.A., Inc. (the “**FPUSA**”), and do all things necessary to remain in good standing as such an affiliate.

1.4 Effect of Bylaws. These Bylaws, together with any future amendments to them, constitute the sole bylaws of the Club and supersede in their entirety all previously adopted bylaws and all amendments made thereto.

SECTION 2 MEMBERS

2.1 Classes of Members. The Club shall have three (3) classes of membership: “Adult,” “Junior,” and “Associate.” Adult members are nineteen (19) years of age or older; Junior members are eighteen (18) years of age or younger; and Associate members are either members of another club that is affiliated with the FPUSA or another federation that is affiliated with La Federation Internationale de Petanque et Jeu Provençal, or who reside more than one hundred miles from Edmonds, Washington, and are not members in any other such club or federation. The Board may, from time to time, also establish a category or categories of nonmember friends, supporters, sponsors, and others related to the Club in recognition of their contributions to the Club, its members, or the game of petanque.

2.2 Membership Prerequisites. No person shall become a member in the Club without paying any dues or assessments then due and signing and delivering a membership agreement that includes a waiver of liability for personal injury, including death, and property loss or damage arising out of any action or inaction by the Club or such person’s participation in

any Club activity. Members may be required to sign and deliver such additional liability waivers as may be requested by the Board of Directors of the Club (the “**Board**”) as a condition to participating in any one or more of the Club’s events. The absence of any additional waiver or signature shall not impair the waivers in this Section or in Section 7.1 of these Bylaws.

2.3 FPUSA Membership. Membership in the Club shall include such person’s individual membership in the FPUSA or any similar organization with which the Club is affiliated. The Board shall assist the members with the completion and submission of such membership applications, registrations, and agreements that are required by the FPUSA to establish and maintain them in good standing and shall remit the FPUSA’s individual membership fees from the receipts of each respective member’s dues paid to the Club.

2.4 Annual Meeting. Not less than ten (10) or more than fifty (50) days before the annual members’ meeting any officer of the Club (an “**Officer**”) shall notify the members by mail or email of the date, place, and hour of the meeting and, if applicable, the number of Directors to be elected for the ensuing year(s). The meeting shall be co-chaired by the President and the Chair of the Board (the “**Chair**”). At the meeting, the President, the Chair, or another Officer designated by either of them shall report on the Club’s activities in the prior year.

2.5 Special Meetings. Special meetings of the members may be called by the President or the Board. Notices of any such meeting shall be given to the members by mail or email not less than ten (10) or more than fifty (50) days in advance of the scheduled date thereof and shall include the time, date, and place of the meeting and a general description of all of the matters that will be considered.

2.6 Telephonic Participation. When and to the extent specifically permitted by the Board for any given meeting, members may participate in such meeting by any means, including telephone and video conference, by which all persons who are attending are able to hear each other simultaneously during the meeting. Any member participating by this method is deemed to be present at the meeting in person.

2.7 Quorum. Persons holding at least one-fourth (1/4) of the members’ votes in the Club that are present in person, by telephone or video conference, or under a proxy or power of attorney shall constitute a quorum for the purpose of the matters for which such votes are to be cast.

2.8 Voting Rights. Each Adult member in the Club shall have one vote on any matter to be determined by the entire membership. Junior and Associate Members shall not have voting rights in the Club. Cumulative voting shall not be permitted. Votes may be cast by the member or by the holder of a valid proxy or power of attorney signed by the member that is personally delivered to the person presiding at the meeting before the commencement of the voting on any matter to which the proxy or power relates. When approved by the Board, votes may be submitted by mail or email pursuant to such procedures and conditions the Board may impose. Upon the votes being called to be cast at the meeting they shall be submitted in writing or, at the option of the person presiding at the meeting, tendered orally or by a show of hands so

long as the results thereof are unambiguous.

2.9 Voting Proxies. Proxies to cast a member's vote may be given in writing or by an email transmitted to the person to hold the proxy with a copy delivered to the person presiding at the meeting as stated in Section 2.8 of these Bylaws. Proxies must be dated and either signed or electronically transmitted by the member giving them, and unless otherwise stated therein, shall expire eleven (11) months following such date. Voting proxies shall be deemed to include all matters coming before the members at the applicable meeting unless they state they are limited to certain, identified issues.

2.10 Conduct of Meetings. Except as otherwise provided by the Act, the Articles, or these Bylaws, reference to Robert's Rules of Order may be made regarding the procedures for conducting the annual and special meetings of the members

2.11 Minutes of Meetings. The Secretary shall take or cause to be taken minutes of the matters discussed and the actions taken at each members' meeting. A copy of the minutes shall be retained in the Club's minute book or with its other corporate records.

2.12 Dues. The Board shall establish the amounts, payment dates, and penalties for nonpayment of annual members' dues. The amounts set for the dues of each member shall be the same, except the Board may impose different amounts for each of the classes of membership stated in Section 2.1 of these Bylaws. The Board may also waive dues and assessments in whole or in part in connection with any honorary designation, such as a Director Emeritus, and such person's spouse or domestic partner, if applicable; provided, however, no Director entitled to vote on any question to be determined by the Board and no person who is an Officer in the Club may be granted any such waiver. If the Board does not make or change the dues for any given year, the dues then being assessed shall continue in effect for the same ensuing period. Such dues may include the amounts owed by the Club to the FPUSA or any similar organization with which the Club is affiliated. The Board may charge persons becoming members in the Club the full amount of the dues assessed for the year of admittance or any portion of such dues, or it may waive their dues for the remainder of that term.

2.13 Additional Assessments. The Board may impose special assessments upon members to defray the costs of any expenses incurred by or imposed upon the Club in connection with its status or in pursuit of its legitimate purposes, including any obligations that were not anticipated in the Club's budget for that year.

2.14 Fines and Penalties for Nonpayment. The Board may establish fees and penalties for late or nonpayment of dues and assessments. Such penalties may include monetary fines, loss of Club privileges, suspension of membership, or expulsion from the Club. No such fines or penalties shall be imposed unless (a) at least thirty (30) days' advance notice was given to the defaulting member of the amount due and its payment date and the sum due was not paid by such date, or (b) the defaulting member was given notice of the amount in arrears and the date it was due and such nonpayment continued for at least thirty (30) days thereafter. No failure to impose or collect such fines or penalties shall constitute a waiver to do so at any other time or for

any other default. Any person expelled from the Club solely by reason of nonpayment of any dues or assessments may apply for reinstatement upon payment in full of the amounts owed and in accordance with the procedures applicable to new members.

2.15 Conduct of Members. Friendly play, cordial competition, good sportsmanship, and respectful behavior are essential to the success of the Club and the sport and are expected of all members. To further these objectives:

(a) All members shall conduct themselves in a manner that is consistent with the standards stated in this Section. In particular, respect, courtesy, integrity, and good sportsmanship are to characterize each member's behavior toward other members, teammates, opponents, the umpires, the organizing committees, the event supervisors, and spectators. Each member shall comply with the personal conduct mandates contained in any etiquette guidelines that are adopted by the Board. These standards apply to each member, to both competitive and casual play, and regardless of the location of play and whether such member's teammates or opponents are also members of the Club.

(b) In any public forum, no member shall, orally or in writing, harass, insult, or defame players or officials, or otherwise conduct himself or herself in any manner that reflects negatively on the Club or its members, or that impedes the business of the Board or the goals of the Club.

(c) Tournaments and other Club petanque competitions shall be conducted in accordance with a code of behavior that comports with the objectives stated in this Section. Any of the following shall be considered violations of such code:

(i) Foul or abusive language or conduct directed toward any other person;

(ii) Smoking or drinking alcoholic beverages while playing in, umpiring, or supervising any formal match;

(iii) Public intoxication or illegal drug use;

(iv) Ridiculing the play of another person, or acting in ways that demean another player or that disrupts the game or the event;

(v) Improper attire, as determined by the Club, the FPUSA, or the organizing committee of the event;

(vi) Disobeying rules established by the organizing committee for the event;

(vii) Violating any law or regulation governing the use of the park,

playfield or other venue in which any play or event is conducted; or

(viii) Failing to comply with any other applicable rules of conduct or the Code of Behavior established by the FPUSA before or after the adoption of these Bylaws in connection with any FPUSA-sanctioned competition or any other event that is subject to such regulations.

(d) The requirement to uphold the FPUSA's Code of Behavior shall not preclude the Club from either imposing additional conduct requirements or from using alternative tournament formats that are not described in any official rules, such as, but not limited to, the number of boules per player, number of points in a game, game and event timing limitations, and the like. The Club shall endeavor to announce such conventions in advance for any particular event to the extent practicable.

2.16 Enforcement in Casual Play. During the Club's casual play, adherence to these standards of conduct should be encouraged by the players among themselves. If any member violates such standards in a manner that unreasonably disrupts or disturbs others, he or she may be requested to discontinue the offensive behavior. If such behavior nevertheless continues, the President or the Chair or any other Director or Officer requested by the President or the Chair may request such person to leave the play field. A failure to promptly comply with such request shall be considered a violation of these standards of conduct. Except for the procedures established in Section 2.18 of these Bylaws, any actions beyond such requests shall lie with the local governmental authorities.

2.17 Enforcement in Competitive Play. In addition to the steps that may be taken in casual play, in any tournament or competitive event, umpires shall have the right to impose the penalties described in Sections 38 and 39 of the FPUSA's Official Rules for the violations enumerated therein, and in the absence of umpires engaged for that event, such penalties may be imposed by the person presiding at, supervising, or otherwise in charge of the event or otherwise appointed by the Board.

2.18 Disciplinary Procedures. The Board may impose disciplinary measures for violations of member conduct requirements after the completion of the following procedures:

(a) Allegations of such violations must be made as a complaint in writing to any Director by any organizing committee, event supervisor, event umpire, or any two (2) or more members. The Director shall refer such complaint to the President, and then the President shall provide it to the entire Board.

(b) Unless otherwise extended for up to a maximum of six (6) additional months by at least two-thirds (2/3) of the Directors, the complaint must be made within six (6) months after the date of the allegedly improper behavior.

(c) Complaints must identify those filing them by name and contact information; the person alleged to have violated the Club's standards of conduct set forth

in these Bylaws or other regulations that had been properly adopted and announced by the Board; a detailed description of the violation, including time and place; and a general description of the evidence supporting the complaint, including the names and contact information of witnesses.

(d) All complaints shall be given to the alleged violator in writing and shall permit such person a reasonable period of time of not less than thirty (30) days to respond in writing.

(e) There shall be no right to a live hearing, but the Board may, in its sole and absolute discretion, permit either the complaining person or the alleged violator, or both, to present its position in separate or simultaneous oral statements made to the Board.

(f) Within six (6) months after receiving the complaint and any exculpatory or mitigating evidence submitted by the alleged violator, the Board shall determine if any alleged violation existed, and if unable to reach such a finding within that period with the concurrence of at least two-thirds (2/3) of the Directors the complaint shall be dismissed.

(g) If the Board determines a violation occurred, it shall promptly provide such decision in writing to the complaining persons and the violating person. Such finding may be accompanied by sanctions imposed by the Board. Such sanctions may include a warning, a suspension from certain or all Club activities for any period of up to one (1) year, or, as and when stated in Section 2.19 of these Bylaws, expulsion from the Club.

(h) The decisions of the Board under this Section are final. Appeals of such decisions may be made only to the Board. Such appeals shall only be considered if a majority of the Directors approve any petition to the President to reopen a case. Any ruling may be overturned and any penalty may be reduced or rescinded by the affirmative vote of two-thirds (2/3) of the Directors. No penalty may be increased as a result of such appeal process. If any Director's term expires or any Director is removed or resigns during any appeal, the appeal may, at the option of the Board, be continued or may be initiated again with the new Board. A ruling by the Board on any appeal is final for all purposes.

2.19 Expulsion. Following the completion of the procedures set forth in Section 2.18 of these Bylaws, any person may be expelled from membership in the Club by the affirmative vote of three-quarters (3/4) of the Directors if that member is found to have conducted himself or herself in a manner that violates the standards articulated in this Section in any material respect; is threatening or harmful to the Club or the sport, to another member, or an umpire; or may harm the integrity of the game or the enjoyment of the game by other members. Any member expelled from the Club shall be entitled to a refund of a prorated portion of his or her membership dues and assessments paid for that year based on the number of days in that year that follow the effective date of the expulsion, less any portions of the refundable amount that are used by the Board to offset any sums that are then owed by that member to the Club or that have

been or will be paid by the Club for such member to the FPUSA.

SECTION 3 DIRECTORS

3.1 Powers. All corporate powers shall be exercised by or under the authority, and the affairs of the Club managed under the direction, of the Board. Without limiting the generality of the foregoing, the Board shall govern the activities and operations of the Club; prepare amendments to the Articles and these Bylaws; establish Club policies; prepare annual budgets; levy dues and assessments against the members; authorize the contracts entered into by the Club and the collection of its receipts and the payment of its debts; fill Director and Officer vacancies; sanction participation in local, regional, national, and international competitions; approve all Board and advisory committee appointments; and adjudicate and determine penalties and expulsions for nonpayments and violations, all as set forth in these Bylaws. The Board may also perform such other duties and functions and exercise such other rights and powers that are incident to the foregoing or set forth in these Bylaws or that are generally available to boards of directors in corporations governed by the Act.

3.2 Qualifications. All Directors must be individuals nineteen (19) years of age or older. Directors need not be residents or citizens of the State of Washington or of the United States of America. A majority of the Directors shall be members of the Club.

3.3 Number. The Board shall consist of seven (7) individuals. The number of Directors may be changed periodically by the Board by amending these Bylaws, but shall in no event be less than three (3), and no decrease in the number shall have the effect of shortening the term of any incumbent Director. In ascertaining the existence of any quorum or any fraction or percentage of the Directors, only the number of positions then occupied shall be counted. In addition, the Board may, without a vote of the members, appoint one or more individuals to serve as an ex officio Director or as an honorary Director Emeritus, either or both of whom may be invited to attend certain meetings of the Board and participate in the discussions at such meetings, but shall not be counted for purposes of determining a quorum or be entitled to vote on any matter.

3.4 Election. Directors shall be elected by the members at their annual meeting or such other special meeting called as stated in these Bylaws. Directors may, if reelected, serve any number of consecutive terms.

(a) Not less than ten (10) nor more than fifty (50) days before the annual or special meeting of the members at which the election is to be held, and which may be part of the notice of such meeting, the President or an Officer designated by the President shall, by mail or email sent to the members, solicit the names of any persons any of them desires to nominate for election to the Board. The notice shall include the nomination process described in parts (c) and (d) of this Section and the post office and email addresses to which the nominations are to be sent.

(b) The notice of the date, time and place of any members' meeting may, at

the option of the Board, include the name of each candidate for election to the Board at that meeting who is then known to that Officer and the text of any proposal to be voted upon.

(c) Nominations for election to the Board may be made in writing by any member of the Club then in good standing. If submitted by mail or email they shall be valid if received by the President and the Chair at least twenty-four (24) hours before the time the applicable members' meeting is scheduled to begin. If and to the extent determined by the Board, and if so stated in the notice referred to in part (a) of this Section, nominations may also be made at the meeting orally or by personally delivering them to the person presiding at the meeting at any time before the call for casting votes for any of the positions to which such nominations relate.

(d) For any nomination for election to the Board to be effective, the nominee must acknowledge to any one of more Directors that he or she has consented to it and is therefore willing to serve as a Director.

(e) At the members' meeting the President, the Chair, or any other Officer designated by either of them shall identify the nominated candidates and the number of positions to be filled and, if so stated in the notice of the meeting, call for any additional nominations that any member attending the meeting in person or by proxy or under power of attorney cares to make.

(f) Each member shall have one vote for each open position, and the votes shall be cast as stated Section 2.8 of these Bylaws.

(g) Subject to the requirements that a quorum exists and that a majority of the Directors be members of the Club, the nominees receiving the highest number of votes for the positions available shall be deemed elected. Votes for persons who are not then members in the Club shall be disregarded after the maximum number of such nonmembers sitting and elected has been reached. Any ties between the nominees having the lowest number of votes such that, if effective to elect them, would lead to the election of more nominees than the seats being contested shall be broken by a second vote taken at the meeting in a runoff election among the tied candidates.

(h) After all of the votes submitted are cast, the President, the Chair, or any other person presiding at the meeting shall tabulate them, such tabulation shall be confirmed by any other member designated by such presiding person, and the presiding person shall announce the results of the election.

(i) The Board may fill any vacancies which remain after the completion of this process.

3.5 Term of Office. Except for also serving the remaining portion of a year following a vacancy on the Board as stated in Section 3.6 of these Bylaws, Directors shall serve

for terms of two years, provided that the initial term of any Director may be one year, two years, or three (3) years so that in no year will the terms of more than two-thirds (2/3) of the Directors be scheduled to expire. Directors whose terms have expired shall continue to serve until their successors are elected or appointed.

3.6 Vacancies. A vacancy in the Board that may exist upon the death, resignation, or removal of any Director, an increase of the number of Directors, or any other reason may be filled by a majority of the Directors. Each Director so elected or appointed shall hold office for the balance of the unexpired term of his or her predecessor unless caused by an increase in the number of Directors, in which case such term shall be determined by the Board and may include the remainder of the year of appointment and still end at the end of a fiscal year. If the Board accepts the resignation of a Director tendered to take effect at a future time, a successor may be elected before the existing Director's term ends and the successor shall take office when the resignation becomes effective.

3.7 Resignation. A Director may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when notice is delivered unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

3.8 Removal. Directors may be removed from office only as and to the extent stated in the Articles.

3.9 Types of Meetings. If the time and place of any meeting is regularly scheduled by the Board or agreed to at the preceding meeting, the meeting is a regular meeting. All other meetings shall be special meetings.

3.10 Notice of Meetings. Regular meetings of the Board may be held without notice. The President or the Chair or one-third (1/3) of the Directors then in office may call any special meeting by giving notice to the Directors of the date, time and place thereof. Any such notice sent by mail shall be given at least five (5) days in advance of the meeting, or if delivered personally or by email, at least forty-eight (48) hours in advance of the meeting. Except as specifically provided in these Bylaws or applicable law, the notice may, but need not, describe the purposes of the meeting.

3.11 Waiver of Notice. A Director may at any time waive any notice required by these Bylaws. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote in favor of any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or retained in the Club's other corporate records.

3.12 Meeting Agendas. The Chair shall endeavor to provide the Directors with an

agenda of the matters to be addressed at the next meeting. Such agenda may be modified by the Chair at any time, and matters that are not on the agenda may be permitted by the Chair to be discussed.

3.13 Locations of Meetings. The Board may hold regular or special meetings within or outside of the State of Washington, with no limitations upon the locations of any Directors attending via telephone or video conference.

3.14 Telephonic and Video Meetings. The Board may permit any or all of the Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all of the Directors attending may simultaneously hear each other during the meeting. Any Director participating by this method is deemed to be present in person at the meeting.

3.15 Attendance at Meetings. The meetings of the Board are open to Directors only, plus any Officers in the Club who are not also Directors. Any member may, in writing given to any Director, request permission to attend any Board meeting, and such request shall be communicated to and considered by the Board. Whether or not any such request is made, the Board may, in its sole discretion, invite one or more members or nonmembers to all or any portion of any given meeting. Persons who are not Directors or Officers who attend by invitation shall comply with the rules regarding such attendance announced by the Chair and may be required to leave the meeting at any time upon the request of the Chair or the Board.

3.16 Conduct of Meetings. Except as otherwise provided by the Act, the Articles or these Bylaws, meetings of the Board shall be conducted in general accordance with Robert's Rules of Order.

3.17 Quorum. A quorum of the Board shall consist of a majority of the Directors, including those present in person or by telephone, video conference, or other permitted electronic means.

3.18 Voting. Each Director is entitled to one vote on all Board motions and resolutions. A Director attending a meeting electronically may, during such meeting, cast a vote by emailing it to the Secretary or the person presiding at the meeting. If any votes are submitted orally or by a show of hands at the meeting, a Director may do the same by telephone or video conference, respectively, during that meeting. If also a Director, the Chair, or other person presiding at the meeting may elect not to cast a vote on any given matter, but in that event shall continue to have the right to do so to favor or oppose the motion if the votes cast by the other Directors are tied.

3.19 Actions of Board. If a quorum is present when a vote is taken, the affirmative vote of the greater of (a) three (3) Directors present at the meeting, or (b) a majority of the Directors present at the meeting is the act of the Board except to the extent that the Act, the Articles, these Bylaws, or applicable law require the vote of a larger number of Directors. The approval or consent of any Director for any action of the Board must be evidenced by the

affirmative vote of such Director. A Director is considered present regardless of whether the Director votes or abstains from voting.

3.20 Actions Without Meetings. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if it is approved by the Directors unanimously. The approvals shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the Club's other corporate records. Any action taken under this Section is effective when the last Director signs the consent unless the consent specifies an earlier or later effective date. A unanimous written consent under this Section has the effect of the Directors' votes at a meeting and may be described as such in any document.

3.21 Minutes of Meetings. The Secretary shall take minutes of the matters discussed and the actions taken at each Board meeting. A draft of such minutes shall be distributed to each Director before the ensuing regular meeting and shall remain subject to the approval of the Board.

3.22 Board Committees. With the approval of a majority of the Directors, the Board may create one or more committees of the Board and appoint members of the Board to serve on them or designate the method of selecting their members. Each committee shall consist exclusively of two or more Directors, who shall serve at the pleasure of the Board. Except for the requirement that a minimum of three (3) Directors approve any action, the provisions of these Bylaws governing meetings, actions without meetings, notice, waiver of notice, quorum, and voting requirements of the Board shall apply to committees of the Board and their members. Committees of the Board may, to the extent specified by the Board, exercise the authority of the Board; provided, however, that no committee of the Board may:

- (a) Amend the Articles;
- (b) Amend, alter, or repeal these Bylaws;
- (c) Elect, appoint, or remove any members of any such committee or any Director or Officer;
- (d) Adopt a plan of merger or a plan of consolidation with any other corporation;
- (e) Authorize the sale, lease, exchange, or mortgage of substantially all of the property or assets of the Club;
- (f) Authorize the discontinuance or any revision of the Club's affiliation with the FPUSA or any similar organization;
- (g) Authorize the voluntary dissolution of the Club or revoke any proceedings therefor; 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 such committee.

3.23 Advisory Committees. The Board may create one or more advisory committees. Members of these committees need not be members of the Board, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf, or to exercise the authority, of the Board, but may make recommendations to the Board.

3.24 Directors' Compensation. Directors and members of committees may receive reimbursement of such expenses as may be determined by the Board to be just and reasonable. Directors shall not otherwise be compensated monetarily or with anything of significant value at the expense of the Club for serving in that capacity.

3.25 Directors' Standard of Conduct. Each Director shall discharge his or her duties for the Club and under these Bylaws in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner in which such Director reasonably believes is in the best interests of the Club.

3.26 Director's Conflict of Interest. In the event any Director has or may have a conflict of interest with respect to an existing or potential matter or transaction that involves the Club, he or she shall disclose that conflict and the pertinent facts related thereto to the President as soon as reasonably possible, and the President shall promptly inform the Board of such disclosure. A conflict of interest exists if (a) a Director holds a direct or indirect controlling interest in or is a general or managing partner or managing member or a director, officer, or trustee of any entity with which the Club transacts business or which it promotes or financially supports for any purpose, or (b) a Director may receive any fee, compensation or other item of significant value as a result of such a transaction, or (c) any Director's spouse or domestic partner or other member of a Director's family would hold such interest or position or be so benefited, or (d) the other entity with which a Director is so affiliated would be benefited in any manner by such transaction, promotion or support, or (e) the Board otherwise determines that the Director's involvement in such other entity has the potential to compromise his or her fair and objective perception of what is in the best interests of the Club. Promptly following the President's presentation to the Board of the facts disclosed, the Board shall determine whether a conflict of interest may exist. A conflict of interest shall not preclude any such transaction, promotion, or support if the Board has been fully informed of the potential conflict and a majority of the Directors, as determined after excluding any votes of the person having the potential conflict, elects to proceed, but the Directors shall only do so if the transaction, promotion, or support will further the stated missions of the Club; will be fair and reasonable to the Club when considering other practical alternatives, including whether such alternatives would be more advantageous to the Club; and will not imperil any tax exempt status of the Club. The person chairing the meeting at which such vote is considered and taken may require the person having such potential conflict to leave the meeting during the duration of part or all of any of the discussions and voting referred to in this Section.

SECTION 4 OFFICERS

4.1 Designations. The Officers of the Club shall be a President, a Vice President and Chair of the Board, a Secretary, a Treasurer, and such other Officers as the Board shall from time to time appoint. Officers may, but need not, be Directors.

4.2 Principal Duties. The Officers shall have the following principal duties, together with such other responsibilities to which they are allocated by the Board from time to time:

(a) President. The President shall implement the Club's policies and missions as directed by the Board, act as a principal spokesperson and representative of the Club, and shall be the chief executive officer of the Club and have the general powers and duties of management usually vested in a chief executive officer. The President shall, together with the Chair, co-chair the annual members' meeting. In the absence of the Chair, the President shall perform the duties of the Chair to the extent requested by the Chair or the Board, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President shall partner with the Chair in the overall administration of the Club.

(b) Vice President and Chair of the Board. The Chair shall prepare and distribute the agendas for the meetings of the Board, shall preside at such meetings, shall assure that the Directors are advised of all significant matters of the Club's business, and shall review the initial drafts of the minutes of the meetings of the Board and the members. The Chair shall respond or obtain responses to legal issues involving the Club or its administration and shall, together with the President, co-chair the annual members' meeting. In the absence of the President, the Chair, in that role and as Vice President, shall perform the duties of the President to the extent requested by the President or the Board, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Chair shall partner with the President in the overall administration of the Club.

(c) Secretary. The Secretary shall prepare minutes of meetings of the Board and the members and be responsible for authenticating the records of the Club. The Secretary shall keep or cause to be kept, at the Club's principal office or such other place as the Board may direct, a book of minutes of all meetings of the Board and the members. The Secretary shall assist the President with newspaper articles relating to matters involving the Club and arrange for photographs of Club events. The Secretary shall also have such other powers and duties as may be prescribed by the Board or these Bylaws.

(d) Treasurer. The Treasurer shall be the chief financial officer of the Club and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the assets, properties, and business transactions of the Club. The Treasurer shall deposit, or cause to be deposited, all money in the name and to the credit of the Club with such depositories as may be designated by the Board, and shall disburse, or cause to be disbursed funds of the Club as may be directed by the Board.

The Treasurer shall make the Club's membership payments to the FPUSA; renew the business license of the Club when needed; obtain any insurance referred to in Section 8.3 of these Bylaws and the certificates issued for such policies; prepare and submit the IRS, sales tax, and other periodic tax filings; propose an itemized annual budget for the Club for the consideration and approval of the Board; and arrange for an annual internal audit of the Club's financial books and records. The Treasurer shall also have such other powers and duties as may be prescribed by the Board or in Section 6 of these Bylaws.

4.3 Delegations. The Officers may each temporarily delegate portions of their respective duties to any other Officer with the approval of the Board. The Board may, from time to time, assign any of the duties inherent in the administration of the Club to particular Directors, Officers, or selected members to facilitate the performance of and the accountability for such functions on one or more occasions, when the person ordinarily charged with such responsibility is not available, or to better align such duties with the assigned Director's experience, skill sets, interests, or work load.

4.4 Election. The Officers shall be elected by, and hold office at the pleasure of, the Board. The Chair shall also be a Vice President, but such offices may be segregated by the Board when necessary to comply with these Bylaws or for any other reason the Board finds appropriate, and the Board may establish additional Vice President offices from time to time. Any person may occupy more than one office, except that the offices of President and Secretary may not be held simultaneously by the same individual.

4.5 Term of Office. The term of office of all of the Officers of the Club shall be fixed by the Board upon their respective elections, but shall not exceed three (3) years each. Upon the expiration of each such term, the person occupying that office may continue to serve in that capacity until his or her successor is elected. If the term of the Chair continues after its term as a Director has ended, he or she shall continue to be and perform the functions of the Chair, without Board voting rights, unless and until he or she resigns or the Board elects a successor.

4.6 Officers' Compensation. Officers may receive reimbursement of such expenses as may be determined by the Board to be just and reasonable. Officers shall not otherwise be compensated monetarily or with anything of significant value at the expense of the Club for serving in that capacity.

4.7 Resignation. An Officer may resign at any time by delivering notice to the Board, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective as of a later date, the Board may fill the pending vacancy before the effective date, in which case the successor shall take office on said later date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

4.8 Removal. Any Officer may be removed, either with or without cause, at any time by the affirmative vote of at least two-thirds (2/3) of the Board.

4.9 Officers' Standards of Conduct. Each Officer shall discharge his or her duties for the Club and under these Bylaws in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and, when acting with discretionary authority, in a manner in which such Officer reasonably believes is in the best interests of the Club.

4.10 Officer's Conflict of Interest. All of the provisions, requirements and procedures related to actual or potential conflicts of interest regarding the Directors under Section 3.26 of these Bylaws shall likewise apply to the Club's Officers and to any matters that involve any given Officer and of which such Officer is aware. If the person having such conflict or potential conflict is the President, all of the references to the President in such Section shall be deemed to be to the Chair.

SECTION 5 NONDISCRIMINATION

The Club shall not discriminate in admitting members, providing services, hiring employees, or otherwise, upon the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin; provided, however, this Section shall not be construed to preclude the Club from imposing reasonable restrictions when limiting certain competitions and events to individuals of either gender or based on age, level of skill, tenure with the Club, team compositions, or the like in manners that are typical of or similar to other petanque or sports organizations.

SECTION 6 FINANCIAL MATTERS

6.1 Club's Account. The President or Treasurer shall be responsible for establishing and maintaining a checking account for the Club and in the name of the Club in a local bank whose deposits are insured by the United States Government. The President, Vice President, Treasurer, and Secretary should be authorized to sign checks and otherwise make deposits into and withdrawals from the account. In general, the Treasurer should sign the Club's checks or, when unavailable, the President should do so. The Secretary's signature should be permitted when two signatures are required or when both the President and Treasurer are unavailable, and otherwise, the Vice President should do so in the President's absence when necessary. The Board may authorize such other Directors and Officers to perform any of these functions and such other types of insured accounts as it determines to be appropriate from time to time.

6.2 Deposits into Account. All of the Club's monetary receipts should be deposited into one of its authorized accounts.

6.3 Disbursements from Account. Whenever possible, disbursements from the Club's account should be by check or electronic transfer to facilitate recordkeeping and control.

6.4 Budgets. The Treasurer shall prepare an annual budget for the Club's anticipated revenues and expenditures for the ensuing year as and when directed by the Board. When approved by the Board, the budget for the Club shall provide the guidelines for the expenditures

over the period to which such budget applies.

6.5 Records. The Treasurer shall maintain clear bookkeeping records of all of the Club's financial transactions and a file of all invoices and other related documents. Such records shall include a list of the Club's members and the status of all dues and assessments paid and owed.

6.6 Reports. At each regular meeting of the Board the Treasurer shall report the Club's account balances, any major expenditures made and liabilities incurred since the previous meeting, and any material departures from that year's budget that are then known to or anticipated by the Treasurer. At the annual meeting of the members, the Treasurer shall likewise provide a report as of the end of the most recent previous month for which the data is available that includes the balances in the Club's accounts and any significant changes in such balances from the preceding annual meeting.

6.7 Internal Audits. The Treasurer shall arrange for an internal audit of the Club's financial books and records as of the end of each fiscal year as directed by the Board.

SECTION 7 LIABILITY AND INDEMNIFICATION

7.1 Member Liability Waivers. Solely by virtue of being a member in the Club, and as a condition to such membership, each member assumes all of the risks involved in playing the game of petanque and of any activities related thereto or otherwise sponsored, organized, or coordinated by the Club and, for himself or herself and his or her guests, family members, heirs, successors, and assigns, waives, as against the Club and any Director, Officer, employee, agent, or representative of the Club or the FPUSA, any and all claims of liability and damages for any personal injury, including death, and any property loss or damage, incurred by any of such persons that occur by virtue of being a member or as a result of such member's participation in any of the Club's games, events or activities. Each member may be required to sign such additional waivers as the Board requires for admittance to membership, to comply with the requirements of the FPUSA, and for such member to participate in any Club tournament or other activity, but the absence of any such waiver or such member's failure or refusal to do so shall not affect the applicability or enforceability of the waivers in this Section.

7.2 Exoneration of Directors, Officers and Members. No Director or Officer in the Club shall be liable for any of his or her actions or inactions taken or elected in good faith as part of his or her duties for the Club or by reason of occupying any such position, nor shall any of such persons or any of the Club's members be personally liable for any obligations of the Club by reason of being a member in the Club.

7.3 Indemnification. Each Director and Officer of the Club shall be defended, indemnified, and held harmless by the Club from and against any damages, expenses and liabilities, including, without limitation, his or her attorneys' fees incurred with counsel of such person's choice, that in any manner relate to any third party claims against such persons by reason of the performance of their respective duties for the Club so long as such person was

complying with the applicable standards of conduct set forth in these Bylaws in all material respects.

7.4 Additional Provisions. All of the provisions in this Section shall be deemed in addition to and not impair, modify, limit, or reduce any other protections, immunities, waivers, exonerations, or indemnities set forth in the Act, the Articles, these Bylaws, or any other waivers, all of which shall be deemed to be cumulative.

SECTION 8 GENERAL PROVISIONS

8.1 Execution of Documents. Except as otherwise provided in these Bylaws, the Board may authorize any Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Club by any contract or engagement, or to pledge its credit, to waive any right, or to render it liable for any purpose or for any amount.

8.2 Loans or Guarantees. The Club shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board. This authority may be general or confined to specific instances. The Club shall not make a loan, guarantee an obligation, or modify a pre-existing loan or guarantee to or for the benefit of a Director or Officer of the Club.

8.3 Insurance. The Club, in the sole and absolute discretion of the Board, may purchase and maintain insurance against liability asserted against or incurred by any individual who is or was a Director, Officer, employee, or agent of the Club; provided, however, that the Club may not purchase or maintain such insurance to indemnify any person in connection with any proceeding in which that person was adjudged liable by reason of his or her receipt of an improper personal benefit.

8.4 Inspection of Books and Records. Any member of the Club shall be entitled to inspect a copy of these Bylaws. All minutes, books, records, and accounts of the Club shall be open to inspection by the Directors at all reasonable times.

8.5 Notices. Except where otherwise specifically required by the Act, the Articles, or these Bylaws, any notices given to any member or group of members in the Club or by or to the Board or any of its Directors or Officers, including notices of meetings and any notices that are specified in the Act, the Articles, these Bylaws, or other applicable law, may be transmitted by email and thereby have the same and full effect as any notice that would have otherwise been given personally, by mail, or by any other means. Except as otherwise stated in these Bylaws or required by the Act, the Articles, or other applicable law, notices to the Club may be given to the President or the Secretary. Any notice sent by mail shall be sent first class with postage prepaid. Except otherwise stated in the Articles or these Bylaws, notices that are properly addressed and sent by mail shall be deemed given and effective at 12:00 p.m. three (3) days following the date they are postmarked by the United States Post Office, and notices that are properly addressed and

given by email shall be deemed given and effective on the date and at the time of transmission.

8.6 Amendment of Bylaws. The Board may amend or repeal these Bylaws or adopt new bylaws with the affirmative vote of at least two-thirds (2/3) of the Directors. Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the replaced bylaws and retained in the Club's corporate records. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such records.

8.7 Fiscal Year. The fiscal year of the Club shall begin on the first day of January and end on the last day of December in each year.

8.8 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision hereof.

8.9 Controlling Law. These Bylaws shall be interpreted in a manner that, to the extent possible, is consistent with the Act and the Articles and shall be governed and construed in accordance with the laws of the State of Washington. In the event of any conflict between the express provisions of the Act or the Articles and these Bylaws, the Act, or Articles, as the case may be, shall be controlling.

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The foregoing Bylaws were duly adopted by the Board of Directors of the Edmonds Petanque Club on December 8, 2021.

Michael Martin, Secretary