

**BYLAWS OF
EAST KING COUNTY SOCCER REFEREES ASSOCIATION**

Article I. GENERAL MATTERS

Section 1.1 **Name And Organization.** The name of this corporation is East King County Soccer Referees Association ("the Chapter"). The Chapter is a nonprofit corporation organized under the laws of the State of Washington. However, the Chapter is not a tax-exempt organization under the Internal Revenue Code.

Section 1.2 **Affiliation.** The Chapter's principal affiliation will be with the Washington State Referee Committee ("SRC"). Members of the Chapter may affiliate individually with the United States Soccer Federation ("USSF") and/or other sanctioned soccer referee organizations, such as but not limited to the Washington Officials Association ("WOA") and the National Intercollegiate Sports Officials Association ("NISOA"). In the Board's discretion from time to time, the Chapter may implement and carry out other affiliations in the furtherance or promotion of soccer and soccer officiating.

Section 1.3 **Purpose.** The purpose of the Chapter is to promote soccer officiating and the sport of soccer; to foster a spirit of pride, unity and cooperation among officials in the Chapter; to provide a forum for soccer officials; to arrange for officiating services to organizations whose purpose is promoting or playing the sport of soccer; to provide support services related to the teaching, assigning, assessing and professional growth of soccer officials; to represent member referees in relationships developed with other soccer organizations; and to provide administrative, contractual and organizational support for member soccer referees.

Section 1.4 **Service Area.** The principal area in which the Chapter shall engage in activities in furtherance of its purposes is the eastern portion of King County, Washington. The preceding does not preclude the Chapter from engaging in its activities in other places.

Section 1.5 **Assignments.** The Chapter may make assignments as referee, assessor or mentor available to persons who are not Members under such circumstances, terms and conditions as the Board determines from time to time.

Article II. MEMBERS

Section 2.1 **Membership And Eligibility.** There shall be one class of membership. To be a member of the Chapter ("Member") a person shall: (i) be currently registered with USSF or with another sanctioned soccer referee organization as a soccer referee, assignor, instructor or assessor; (ii) accept the terms of a written agreement as specified by the Board from time to time concerning the performance of services as a soccer referee, assignor, instructor or assessor; (iii) pay any applicable annual membership fee; and (iv) pay such other fees and fines charged by the Chapter. Even if a person meets the forgoing criteria, membership in the Chapter may nevertheless be denied, after opportunity for hearing, for good cause by a not less than two-thirds vote of the entire Board.

Section 2.2 **Membership Fee.** In its discretion, the Board may from time to time establish, raise, lower and suspend an annual membership fee. The Board may but is not required to (i) establish a membership fee for persons under the age of eighteen that is lower than persons who are older and (ii) reduce the membership fee more or less in proportion to the remaining part of the calendar year if a person will be a Member for less than a full year.

Section 2.3. Other Fees. The Board may in its discretion from time to time establish, raise, lower and dispense with other fees to be charged Members and other soccer officials who receive assignments, mentoring or assessment through the Chapter.

Section 2.4 Collection of Fees And Fines. The Chapter may deduct from any sums owed by the Chapter to a person any fees, fines or other sums owed by the person to the Chapter.

Section 2.5 Rights of Members. Members shall be entitled to the following rights: (i) to vote on any matter submitted for vote or other action of the Members; (ii) to priority in assignments made by the Chapter; (iii) to priority in the benefits of mentoring and assessment programs offered by the Chapter; and (iv) to priority in assistance offered by the Chapter in efforts to upgrade from USSF referee grade 8 through USSF referee grade 5 or to maintain USSF referee grade 7 through 5. "Assignments" include those to officiate soccer matches and those to assess or mentor other soccer officials.

Section 2.5 Termination of Membership. A Member may voluntarily terminate his or her membership by notice to the Chapter President, Secretary or Administrator. A person's membership is automatically terminated at such time as the person does not meet the requirements for eligibility prescribed in Section 2.1. A Member's membership may also be terminated as provided in Article VIII. Termination of a person's membership does not entitle the person to a refund of membership fees paid, does not relieve the person of liability for other fees or fines owed to the Chapter and does not relieve the Chapter of liability to pass through game fees earned by the former Member, subject to the Chapter's right to offset amounts owed it by the former Member.

Article III. MEETINGS OF MEMBERS

Section 3.1 Place. All meetings of Members shall be held at the principal office of the Chapter or at such other place as the Board may determine or, in the case of a special meeting, at such place as the persons calling the special meeting may determine. However, all such meetings must be held at a place within the eastern portion of King County, Washington.

Section 3.2 Annual Meeting. The annual meeting of the Members shall be held for the election of directors and such other business as may come before the meeting. The annual meeting shall be held in June of each calendar year.

Section 3.3 Regular and Special Meetings. Regular meetings of the Members shall be held monthly from September through May at dates, times, and places determined by the President or the Board for the purpose of offering instruction in soccer officiating and related topics. A special meeting of the Members may be called by the President. A special meeting of the Members shall be called by the President promptly after the request in the form of a record executed by any three or more Directors or promptly after petition in the form of a record executed by not less than one-tenth of the Members in which cases the request or petition, as applicable, shall state the purpose or purposes for the special meeting. If the President fails to call and schedule a special meeting within three (3) weeks after receipt of such a request of Directors or petition of Members, the requesting Directors or petitioning Members, as applicable, may select from among themselves a person to call the meeting.

Section 3.4 Notice of Meeting. Notice stating the time and place of a meeting of Members and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall be given by the Administrator or the Secretary or, if applicable in the case of a special meeting, the other person acting for requesting Directors or petitioning Members as provided in Section 3.3. Notice of regular monthly meetings may be given at any time at least ten (10) days before the next regular meeting

and it is sufficient that such notice be posted on the Chapter's website. A Member's attendance at a meeting of Members constitutes a waiver of notice of the meeting unless the Member attends solely and expressly for the purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.5 Record Date. For the purpose of determining which Members are entitled to notice of and to vote at the annual or a special meeting of Members the Board may fix a record date which date shall be at least fourteen (14) but not more than twenty-eight (28) days before the date of the meeting. If no record date is so fixed, the record date shall be the date which is fourteen (14) days before the meeting. The record date so fixed or established shall apply to the meeting and any adjournment thereof.

Section 3.6 Quorum and Adjournment. The presence in person or proxy of twenty percent (20%) or more of the Members of record shall constitute a quorum for the transaction of business, including election of Directors, at any meeting of Members and action taken by a majority of such quorum shall constitute the action of the Members unless the vote of a greater number is required by law or these Bylaws. If a quorum is not present at a meeting, a majority of those Members present have the power to adjourn the meeting from time to time until a quorum is present. Except for announcement at the meeting of such adjournment, no notice of the adjourned meeting need be given unless the meeting is adjourned to a different day or place in which case notice of the adjourned meeting shall be given as provided in Section 3.4 except that it shall not be necessary to give more than three (3) days prior notice of the time, date and place of the adjourned meeting.

Section 3.7 Voting. Each Member, including Directors, shall have one vote on each matter submitted to the vote of Members. A Member may vote by proxy provided the proxy is in the form of a record executed by the Member, specifies the meeting for which it is valid and is delivered before or at the meeting to the President or the Secretary or, if different, the person presiding at or acting as recording secretary for the meeting.

Section 3.8 No Cumulative Voting. There shall be no right to cumulative voting in the election of Directors.

Section 3.9 Voting Electronically or by Mail. The Board may authorize a vote by Members on one or more proposals or on the election of Directors or both to be conducted by mail or electronic transmission. In such cases the text of each proposal and/or the name of each candidate, as the case may be, shall be set forth in a record accompanying or contained in the notice of meeting. In addition, the notice of meeting shall designate an address, location or system to which the ballot may be electronically transmitted or mailed. In such elections, the ballot must be transmitted or mailed to the address, location or system so designated and must be in the form of a record executed by a Member. Members voting by mail or electronic transmission are considered present for all purposes of quorum, count of votes and percentages of total voting power present. If the Board authorizes an electronic vote, it must also authorize a vote by mail on the same proposal or election. The Board may authorize a vote under this Section in conjunction with a meeting or exclusive of a meeting and, if the latter, for the purpose of computing time for the giving of notice thereof the date as established by the Board as the last day the ballot may be transmitted or mailed shall be considered the date of the meeting.

Article IV. BOARD OF DIRECTORS

Section 4.1 Board Of Directors. The affairs of the Chapter shall be managed by a Board of Directors ("Board") consisting of nine (9) Directors. In these Bylaws the word "Director" refers to a member of the Board and the word "Directors" refers to more than one but less than all members of the

Board. In addition to the powers and authority expressly or impliedly provided in these Bylaws, the Board shall have all powers and authority to do such other acts and things as permitted by law.

Section 4.2 Election. The Board shall consist of the Past President, President, Vice President, Secretary, Treasurer, Director of Referee Assessment, Director of Professional Development, and the two Trustees described in Section 5.1. The Directors shall be elected in accordance with Article VI of these Bylaws.

Section 4.3 Voting. No officer shall hold more than one seat on the Board. Except as provided in the next sentence, each Director shall have one vote on each matter submitted to the vote or other action of the Board. The President shall vote only to break a tie vote. A Director may not vote by proxy on any matter submitted to a vote or other action of the Board. Each Director shall be entitled to vote as a Member on all matters submitted to vote or other action of the Members, including election of Directors.

Section 4.4 Committees. The Board by resolution adopted by a majority vote of the Directors in office may designate and appoint one or more committees each of which shall consist of three or more Directors and shall have and exercise such authority of the Board as may be specified in the resolution, provided that delegation of such authority to a committee of Directors is not prohibited by law or these Bylaws.

Section 4.5 Meetings. The Board shall meet as often as appropriate to perform its functions. The Board may in its discretion schedule a series of regular meetings of the Board. Special meetings of the Board may be called by the President and shall be called by the President at the request of any two or more Directors. If the President fails to call and schedule a special meeting within one (1) week after receipt of such a request of two or Directors, the requesting Directors may select from among themselves a person to call the meeting. Each meeting of the Board shall be held at such time, date and place as the Board determines or, in the absence of such determination, as determined by the President or, if the President fails to act on the request for a special meeting, by the requesting Directors or, if applicable, the person acting for them in calling a special meeting of the Board. However, all meetings of the Board must be held at a place within the eastern portion of King County, Washington.

Section 4.6 Notice. Except in the case of emergency, Directors shall be given not less than two days' prior notice of all meetings of the Board. If a schedule of regular Board meetings is fixed in advance, notice of the schedule shall be sufficient notice of all such meetings scheduled on or after the seventh (7th) day after the notice is given. In the case of emergency, the person(s) calling the Board meeting shall give such prior notice of the meeting as may reasonably be given under the circumstances. A notice of a meeting of the Board may, but is not required to, include a statement of all or any part of the purposes for the meeting. The notice of Board meetings shall be given by the Administrator or the Secretary at the direction of the President or, if applicable in the case of a special meeting, the requesting Directors or person acting for them as provided in Section 4.5. Notice of a Board meeting may but need not specify the purpose for or the business to be transacted at the meeting. A Director's attendance at a meeting of the Board constitutes a waiver of notice of the meeting unless the Director attends solely and expressly for the purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.7 Quorum. At all meetings of the Board, the presence of a majority of the Directors shall constitute a quorum for the transaction of business and action taken by a majority of such quorum shall constitute the action of the Board unless the vote of a greater number is required by law or these Bylaws. If a quorum is not present at a meeting, a majority of those Directors present have the power to adjourn the meeting from time to time until a quorum is present. Except for announcement at the meeting of such adjournment, no notice of the adjourned meeting need be given unless the meeting is adjourned to

a different day or place in which case notice of the adjourned meeting shall be given as provided in Section 4.6 except that it shall not be necessary to give more than twenty-four (24) hours prior notice of the time, date and place of the adjourned meeting.

Section 4.8 Presumption of Assent. A Director who is present at a meeting of the Board at which action is taken on any matter is presumed to have assented to the action unless the Director's dissent or abstention is entered in the minutes of the meeting or unless the Director delivers its dissent or abstention such action to the person acting as the recording secretary of the meeting before the meeting is adjourned or delivers the director's written dissent or abstention to the Secretary not less than twenty-four (24) hours after the meeting is concluded. Such dissent or abstention shall be in the form of a record executed by the Director in question. A Director who votes in favor of an action at a meeting has no right to thereafter dissent or abstain from such action.

Section 4.9 Electronic Presence. Directors may participate in the meeting of the Board or a committee of the Board by means of any communications equipment by which all persons participating in the meeting may hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE V. OFFICERS AND OTHER POSITIONS

Section 5.1 Officers. The officers of the Chapter shall consist of a Past President, a President, a Vice President, a Secretary, a Treasurer, a Director of Referee Assessment, a Director of Professional Development, and two Trustees. All officers are by virtue of such office a Director with full right to vote as a Director.

Section 5.2 Other Positions. The Chapter shall also have an Administrator and one or more Assignors, but such positions are not offices. There shall be one Administrator who shall be appointed by the Board. The Board may in its discretion from time to time appoint and prescribe the duties of one or more Assistant Administrators. There shall be such number of Assignors as the Board determines from time to time.

Section 5.3 Eligibility. Only persons who are Members are eligible to be an officer of the Chapter or to hold a position as Administrator, Assistant Administrator or Assignor. If the membership of a person who is an officer is terminated that shall also constitute resignation or removal as an officer and as a Director. If the membership of a person who is the Administrator, an Assistant Administrator and/or an Assignor is terminated that shall likewise also constitute resignation or removal from such position or positions. No person may hold more than one office at the same time nor may the Administrator also be an officer. However, an officer and the Administrator and Assistant Administrators may also concurrently be an Assignor.

Section 5.4 President. The President shall be the presiding officer of the Chapter. The President shall exercise general supervision of all activities of the Chapter and of all other officers and persons holding positions in the Chapter, may execute and deliver agreements and other writings on the Chapter's behalf, and shall preside at all meetings of the Members and of the Board. The President shall, subject to subsequent confirmation of the Board, make all appointments of chairpersons and Members to standing or special committees. To the extent the Chapter is a member of or affiliated with any other group or other association, unless directed otherwise by the Board, the President shall be the Chapter's representative to such other group or association, shall keep the Board informed of the affairs and activities of the other group or association, and shall exercise any vote the Chapter has on such affairs and activities. The President shall perform the duties described in the preceding sentence subject to such instructions as the Board may give and, in the absence of any instructions, as the President deems advisable in his or her

discretion. The President shall perform such additional duties as may be determined by the Board from time to time.

Section 5.5 Vice President. The Vice President shall act in the place of the President in the absence or disability of the President and shall perform such additional duties as may be determined from time to time by the President or the Board.

Section 5.6 Past President. The Past President shall act as the President of the Chapter in the absence or disability of the President and the Vice President. The Past President shall provide advice and counsel to the President and the Board and shall perform such additional duties as may be determined from time to time by the President or the Board.

Section 5.7 Secretary. The Secretary shall keep the minutes of all the meetings of the Board or Members. However, no minutes need be kept of a meeting of the Members where no action as Members is discussed or taken, as for example at meetings where only instruction related to soccer officiating is offered to Members. In the absence of the Secretary at any meeting at which minutes should be taken, the presiding officer shall appoint a temporary secretary to perform the recording duties of the Secretary. The Secretary shall perform such additional duties as may be determined from time to time by the President or the Board.

Section 5.8 Treasurer. The Treasurer shall supervise and assist the Administrator in establishing and maintaining procedures for and records of the billing, receipt and disbursement of all funds belonging to or administered by the Chapter. The Treasurer shall ensure that proper records and accounts of the Chapter's financial activity are maintained. The Treasurer, as requested from time to time by the President or the Board, shall present periodic written reports of the Chapter's financial activities and status and perform such additional duties as may be determined from time to time by the President or the Board.

Section 5.9 Director Of Professional Development. The Director of Professional Development shall develop a program of instruction for the Chapter that at least satisfies USSF's training requirements for retention of USSF Referee Grade 8. The Director of Professional Development shall assist Members in their pursuit of advancement from USSF Referee Grade 8 to Grade 5. In the absence or disability of the President, the Vice President and the Past President, the Director of Professional Development shall act as the President of the Chapter. The Director of Professional Development shall perform such additional duties as may be determined from time to time by the President or the Board.

Section 5.10 Director Of Referee Assessment. The Director of Referee Assessment shall coordinate with the State Director of Assessment and the Chapter's Assignors (and, if appropriate assignors in other soccer referee organizations) to provide maintenance and upgrade assessments for Members who are USSF referees. The Director of Referee Assessment shall also develop and supervise a mentoring program for Members. The Director of Referee Assessment shall perform such additional duties as may be determined from time to time by the President or the Board.

Section 5.11 Trustees. Two Trustees shall be elected. One Trustee shall be a USSF Grade 7 or 8 Referee (or equivalent) and shall represent the interests of the Members in those grades. One Trustee shall be a USSF Grade 6 Referee or higher (or equivalent, including emeritus) and shall represent the interests of the members in those grades. The Trustees shall perform such additional duties as may be determined from time to time by the President or the Board.

Section 5.12 Administrator.

5.12.1 There shall be one Administrator who shall be appointed by the Board. The Administrator shall report to and perform his or her duties as directed by the Board and the President. The Administrator shall serve at the pleasure of the Board and may be removed from this position by the Board or by the President subject to the Board's subsequent confirmation.

5.12.2 The Administrator shall provide administrative support to the Board. The Administrator shall keep financial records of the Chapter including billing, receipt and expenditure of funds and assist in developing budgets. The Administrator shall provide the Board with written financial and other reports as directed by the Board from time to time. The Administrator shall, as directed by the Board: (i) supervise the Chapter's assignors and assigning program, coordinate the functions of the assignors, and monitor the distribution of officiating assignments; (ii) assist in developing and negotiating contracts between the Chapter and its client organizations and monitor such contracts for compliance; and (iii) with such assistance as he may require from the Assignors keep the information on the Chapter's website current and timely. The Administrator shall assist, as directed by the Board from time to time, in (iv) establishing fees, (v) invoicing for services, (vi) receiving, depositing and disbursing funds for the Chapter (including fees paid to and offset against referees), (vii) keeping records of such receipts, deposits and disbursements and (viii) maintaining the Membership records and all other Chapter records and databases. The Administrator shall perform such additional duties as may be determined from time to time by the President or the Board.

5.12.3 The Board may designate the Administrator in lieu of the President to be the Chapter's representative to one or more other groups or associations of which the Chapter is a member or otherwise affiliated. In such cases, the Administrator shall act as such representative to the same extent as provided for the President in Section 5.4.

Section 5.13 Assignors.

5.13.1 There shall be such number of Assignors with such assignment responsibilities as the Board determines from time to time. The Assignors shall be appointed by the Board. The Assignors shall report to the Administrator and shall perform their duties consistent with guidelines and policies established by the Board. The Administrator shall have direct supervisory authority over the Assignors, subject, however, to the authority of the President to exercise such supervision. Each Assignor shall serve at the pleasure of the Board and may be removed as an Assignor by the Board or by the President subject to the Board's subsequent confirmation.

5.13.2 Within their respective areas of responsibility, the Assignors shall be responsible for assigning referees to matches and recording or seeing that the assigned referees record all information necessary for the administration of the assigning program and the financial information required for the Chapter to bill for services and make payments to referees. The Assignors shall see that this information is accurately recorded in the Chapter's records on a regular basis as determined by the Administrator and/or the Board. The Assignors shall perform such additional duties as may be determined from time to time by the Administrator of the Board.

Article VI. ELECTIONS

Section 6.1 Nominations. The President shall appoint a nominating committee consisting of one or more persons each year to present a slate of nominees for offices of the Chapter that are open for election. Candidates for all such officer positions shall be nominated at the regular Chapter meeting in the month of May of each year. There shall be no less than one but not more than three candidates for each

such position. Subject to the preceding sentence, any Member in attendance at the regular May Chapter meeting and any Member in attendance at the annual meeting may nominate candidates for one or more offices in addition to those candidates nominated by the nominating committee.

Section 6.2 Election. Election of the officers of the Chapter by the Members shall take place at the annual meeting of the Chapter in the month of June of each year. If there are more than two candidates for any office and none of them gain more than half of all the votes on the first ballot there shall be a second vote for that office between the two candidates that received the most votes in the first ballot.

Section 6.3 Term Of Office.

6.3.1 Initial Terms And Succession. Each officer elected at an annual meeting shall hold such office until the first of the following to occur: (i) the officer's successor is elected at the next annual meeting and shall have been qualified or (ii) the officer's death, resignation or removal. However, at the next annual election of officers, the Vice President shall succeed as President and the President shall succeed as Past President, each to serve as such until the next annual election of officers. If the President or the Vice President is unable or unwilling to succeed to the office of, respectively, Past President or President, then these offices will be filled by nomination and election as provided for all other offices.

6.3.2 Reelection. The provisions of Section 6.3.1 do not preclude an officer from being elected to one or more successive terms in the same or different office. If the President is elected to serve another term as President, the Past President and the Vice President shall each serve another term in those respective offices. If in such circumstance, the Past President or the Vice President is unable or unwilling to serve another term, that office will be filled by nomination and election as provided for all other offices.

Section 6.4 Removal Of Officers And Directors. Any officer of the Chapter may be removed from office by vote of not less than two-thirds of all the other Directors. In addition, any officer of the Chapter may be removed from office by majority vote of the Members present in person or by proxy at any regular or special meeting of Members meeting after the following procedure has been followed: (a) a written petition for removal naming the officer or officer(s) subject of the petition is executed by not less than one-tenth of the Voting Members and delivered to the President, Secretary or Administrator; and (b) not less than twenty nor more than fifty days before the meeting notice is given to the Members that the question of removal of the named officer or officer(s) will be voted upon at the meeting. The issue shall be submitted to the vote of the Members at a regular or special meeting of Members which is not more than thirty (30) days after the removal petition is delivered. Removal of a person from office shall also constitute removal of such person as a Director. If a person's membership is terminated that shall also constitute resignation or removal as an officer, as a Director and/or any other position with the Chapter.

Section 6.5 Vacancies. In the case of a vacancy in the office of the President, the Vice President shall become the President and the resulting vacancy in the office of Vice President Board shall be filled as provided in this Section. If an officer is removed by the Members as provided in Section 6.4, the Members may at the same meeting elect a successor to fill the vacancy caused by the removal. Subject to the preceding sentence, the remaining Directors (by majority vote and even though less than a quorum) shall fill all vacancies in officers and, consequently, on the Board. Any person so appointed shall serve until the next meeting of Members at which time such appointment shall be submitted to the Members for confirmation. If a person appointed by the Board to fill a vacancy is not confirmed, the Members shall elect a successor at that meeting. Once confirmed or elected, as the case may be, the successor officer shall complete the term of the vacated office and directorship.

Article VII. INDEMNIFICATION

The Chapter shall indemnify its existing and former directors, officers, employees, administrators, assistant administrators, and assignors against liabilities and expenses of suit or other proceeding incurred by them because of conduct in their official capacities and advance such expenses to the full extent specified in RCW 23B.08.500 through RCW 23B.08.600. The Chapter may indemnify and advance expenses of suit or other proceeding to such persons to such greater extent as may be permitted by RCW 23B.08.500 through RCW 23B.08.600. Decisions concerning these matters shall be made as provided by law except that where such laws refer to shareholders such references shall instead be to Members. Reference in this Section to RCW 23B.08.500 through RCW 23B.08.600 include such provisions as they may hereafter be amended or replaced from time to time in whole or in part.

ARTICLE VIII. DISCIPLINARY MATTERS

Section 8.1 **In General.**

8.1.1 Referees, Assessors and Mentors. Any referee, assessor or mentor, whether or not a Member, who accepts an assignment made through the Chapter is subject to disciplinary action for any of the following: (a) failing to fully perform an accepted assignment without good and sufficient reason; (b) failing to comply with the obligations of the assignment as specified in any applicable agreement between the chapter and the referee, assessor or mentor; (c) failing to comply with any applicable agreement between the chapter and a client organization and as required by USSF, WOA or Chapter policy, as applicable; (c) failing to comply with any code of ethics applicable to the referee, assessor or mentor or the assignment; (d) being charged with or convicted of any crime; or (e) any other act or omission of the referee, assessor or mentor that brings that person or the Chapter into disrepute. “Convicted” includes a plea of guilty or nolo contendere (no contest) and an Alford plea.

8.1.2 Others. Any Administrator, Assistant Administrator, or Assignor of the Chapter is subject to disciplinary action for any of the following: (a) failing to fully perform the duties of such position; (b) failing to comply with any code of ethics applicable to the position; (d) being charged with or convicted of any crime; or (e) any other act or omission of the Administrator, Assistant Administrator or Assignor that brings that person or the Chapter into disrepute. “Convicted” has the same meaning as in Section 8.1.1.

Section 8.2 **Discipline.** Disciplinary action under Section 8.1 shall be imposed according to the particular circumstances of any given case. Such circumstances include but are not limited to prior acts or omissions of, and any previous disciplinary action taken against, the referee, assessor or mentor by the Chapter or by any other organization having substantially the same purpose and performing substantially the same activities as the Chapter. Permissible disciplinary action under Section 8.1 shall be determined from time to time by the Board and may include but is not limited to: (a) monetary fines; (b) partial or total suspension of the privilege of being assigned by the Chapter as a referee, assessor or mentor pending compliance with one or more conditions (such as, but not limited to, successful completion of an approved anger management course); (c) suspension or termination of the privilege of being assigned as a referee to one or more or all of a client organization’s matches or to all matches of one or more or all of the Chapter’s client organizations; and (d) suspension or termination of membership in the Chapter.

Section 8.3 **Imposition.**

8.3.1 By The Administrator Or An Assignor. The Board may from time to time establish and modify guidelines for imposition of disciplinary action and delegate to the Administrator or to the

relevant Assignor the initial decision of what, if any, disciplinary action should be taken with regard to acts or omissions covered by the guidelines.

8.3.2 By the Board. To the extent an act or omission is not covered in guidelines established and delegation made by the Board as provided in Section 8.3.1, then the decision of what, if any, disciplinary action should be imposed on account of the act or omission shall be made by the Board after such investigation as the Board, in its sole and absolute discretion, deems warranted. The Board may but need not provide an opportunity for a hearing before imposing disciplinary action. Notwithstanding that the other provisions of this Section, if the President determines that the circumstances appear to warrant immediate action, the President may impose such action pending the Board's decision as the President determines appropriate in his or her discretion and without opportunity for hearing.

8.3.3 Appeal. A decision by the Administrator or an Assignor under Section 8.3.1 and a decision by the Board or the President under Section 8.3.2 may be appealed to the Board but only if notice of appeal is given to the President or the Administrator within seven (7) days after the person subject of the disciplinary action receives notice of the disciplinary action imposed. If no appeal is made within such time, the action taken is final and, if applicable, the President's decision shall remain in effect pending the Board's action under the first sentence of Section 8.3.2. If an appeal is taken the disciplinary action appealed from shall remain in effect until the appeal is decided by the Board. Unless the person appealing requests a hearing, an appeal to the Board shall be by written submission by the person taking the appeal and such additional or other investigation as the Board determines appropriate. Any request for a hearing must be made in the notice of appeal. No such hearing shall last longer than one hour unless the Board, in its sole and absolute discretion, determines otherwise. If a hearing has been requested as provided in this Section, the person appealing shall be given not less than seven (7) calendar days prior notice of the date, place and time of the hearing. Witnesses may be heard at any such hearing at the request of the person appealing or in the Board's discretion.

8.3.4 Timing. In cases where possible disciplinary action is referred to or disciplinary action is appealed to the Board, the Board shall act with reasonable dispatch, taking into account the time required to arrange for a place for the Board to meet on the issue and to assemble a quorum of the Board for such meeting and giving notice to the Directors, the person subject of possible disciplinary action or the person making the appeal, as applicable, and any witnesses.

ARTICLE IX. ELECTRONIC COMMUNICATION; DEFINITIONS

Section 9.1 Electronic Notices. Notice to Members and to Directors, or to either Members or Directors, that are described in these Bylaws and otherwise required by law may be given by electronic transmission to those Directors and Members who consent to receive notices by such means. "Notice" includes material that is required or permitted to accompany a notice.

Section 9.2 Effectiveness of Electronic Notices. A notice given by electronic transmission is effective when (a) it is electronically transmitted to the address, location or system last designated by the recipient for that purpose and is made consistent with the recipient's consent or (b) it has been posted on the Chapter's website and a separate record of the posting has been delivered to the recipient together with any necessary instructions for gaining access to the posting. If the Member's consent designates more than one message format or formats and/or more than one address, location or system, then notice to that Member is effective if given in any of such formats to any of the addresses, locations or systems capable of receiving such format. The preceding does not preclude the Chapter from giving notice to that Member in all of such formats to all of such addresses, locations or systems.

Section 9.3 **Consent To Receive Communications By Electronic Transmission.** Consent to receive notices and other communications by electronic transmission is sufficient if it is in the form of a record executed by the Member and designates the message format or formats that are available to the consenting Member and the address, location or system to which the notices may be electronically transmitted. Consent to receive notices and other communications as a Member is also consent to receive such matters as a Director if and while the consenting Member is also a Director.

Section 9.4 **Revocation of Consent.** A Member may revoke its consent to receive notices and other communications by electronic transmission by delivering to the President, Secretary or Administrator a revocation in the form of a record executed by the Member. A Member's consent to receive notices and other communications by electronic transmission is automatically revoked if the Chapter is unable to electronically transmit two consecutive notices in accordance with the Member's latest consent and this inability becomes known to the President, the Secretary or the Administrator. The Chapter's inadvertent failure to treat such inability as a revocation does not invalidate any meeting or other action taken. For the purposes of the preceding two sentences, if the Member's consent designates more than one message format and/or more than one address, location or system, a notice has been successfully transmitted to that Member if the transmission in at least one of those formats to at least one of those addresses, systems or locations capable of receiving such format was successful even if a transmission of the same notice or communication in the same or different format to a different address, location or system was not successful.

Section 9.5 **Definitions.** In these Bylaws, the following words in quotation marks have the meaning assigned below:

9.5.1 **"electronic transmission"** means an electronic communication (i) not directly involving the physical transfer of a record in a tangible medium and (ii) that may be retained, retrieved and reviewed by the sender and the recipient and that may be directly reproduced in a tangible medium by a sender and recipient. Without limiting the generality of the preceding sentence, "electronic transmission" includes email and facsimile and also includes posting on the Chapter's website if a separate record of such posting is delivered to the Member or Director that the posting has been accomplished with any necessary instructions for gaining access to the posting.

9.5.2 **"electronically transmitted"** means the initiation of an electronic transmission.

9.5.3 **"execute", "executes", or "executed"** means (a) signed, with respect to a written record, or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to an electronic transmission.

9.5.4 **"record"** means information inscribed on a tangible medium or contained in an electronic transmission.

9.5.5 **"tangible medium"** means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material.

9.5.6 **"writing"** does not include an electronic transmission.

9.5.7 **"written"** means embodied in a tangible medium.

Article X. FINANCIAL MATTERS

Section 10.1 Loans. The Chapter shall not loan its credit to any person or entity. The Chapter shall not loan money to any Member or to any Director, officer or other holder of any position with the Chapter. The Chapter shall not loan money to any other person or entity without the prior authorization of the Board. The Board shall not authorize any such loan without full and adequate security for its repayment and unless the purpose of the loan is substantially related to the purposes of the Chapter as outlined in Section 1.3. Any Director who votes for the making of any loan in contravention of this Section and any Member, officer or other holder of any position with the Chapter who participates in the making of any loan in contravention of this Section is jointly and severally liable to the Chapter with the borrower(s) on the loan.

Section 10.2 Deposits. All funds of the Chapter shall be deposited promptly on receipt to the Chapter's credit in such accounts with one or more banks or other financial institutions as the Board may approve from time to time.

Section 10.3 Checks, Drafts, etc. All notes, drafts, acceptances, checks, endorsements, and other instruments of payment by the Chapter or indebtedness of the Chapter shall be signed by such persons or agents as the Board may designate from time to time. Endorsements for deposit to the Chapter's credit in any of its duly authorized accounts or withdrawals from such accounts may be made by such persons or agents as the Board may designated from time to time.

Section 10.4 Compensation and Expenses. Reasonable expenses incurred by any Member on behalf of the Chapter, as approved by the Board, shall be reimbursed. Compensation shall be paid to the Administrator, the Treasurer and the Assignor(s) in amounts determined by the Board from time to time. Compensation may be paid to mentors in amounts determined by the Board from time to time. Except as otherwise provided in this Section, no Director, officer or Member of the Chapter shall receive compensation for performing any of the duties provided in these Bylaws or otherwise specified by the Board.

ARTICLE XI. WAIVER OF NOTICE; ACTION WITHOUT A MEETING

Section 11.1 Waiver of Notice. Whenever any notice is required to be given to any Director, officer or Member of the Chapter under the provisions of these Bylaws, the Articles of Incorporation or the Washington Nonprofit Corporation Act, a waiver of such notice in the form of a record executed by the person or persons entitled to such notice, whether before or after the time required for the giving of such notice is equivalent to the timely giving of such notice.

Section 11.2 Action Without A Meeting. Any action required or permitted to be taken at a meeting of Directors or at a meeting of Members may be taken without a meeting as authorized by applicable law as now or hereafter adopted; provided, however, that regardless of any provision of applicable law that is more lenient, action taken by Members cannot be taken without a meeting unless consented to in a manner authorized by law by at least one-third of the Members and action taken by Directors cannot be taken without a meeting unless consented to in a manner authorized by law by at least two-thirds of the Directors in office. When these Bylaws were adopted, the RCW 24.03.465 permitted action to be taken by Members without a meeting and by Directors without a meeting if a consent in the form of a record, setting forth the action so taken is executed by all the Members entitled to vote with respect to the action or by all the Directors, as the case may be.

ARTICLE XII. AMENDMENTS

Section 12.1 Proposed Amendments. Only the Members may amend these Bylaws. Amendments to these bylaws may be proposed by any Member. A record of the proposed amendment or amendments shall be delivered to the President, Secretary or Administrator and shall be submitted for decision by the Members at a regular or special meeting which is not more than sixty (60) days after the proposal is delivered. Not less than twenty nor more than fifty days before such meeting, notice shall be given to the Members that the question of whether these Bylaws shall be amended will be voted upon at the meeting and such notice shall include a copy of the Bylaws marked to show the revisions to be made if the proposed amendment(s) are adopted. At the meeting, the Members may adopt one or more amendments as proposed or as modified by the Members at the meeting or may decline to adopt any amendment.

Section 12.2 Effect Of Amendment Increasing Or Decreasing Number Of Officers and Directors. If these Bylaws are amended to decrease the number of officers and directors, that shall not shorten the term of any incumbent officer and director but shall instead take effect at the election of officers at the next annual meeting of the Chapter. If these Bylaws are amended to increase the number of officers and directors, then the Members may fill the vacancies created by the increase at the same meeting at which the amendment is adopted. Otherwise, such vacancy or vacancies shall be filled by the Board as provided in Section 6.5. Except as required by the preceding and except as may otherwise be specified by the Members when an amendment to these Bylaws is adopted, an amendment to these Bylaws shall be effective on adoption.

Section 12.3 Emergencies. The provisions of this Article do not preclude the Board from adopting and amending bylaws to govern the affairs of the Chapter in the case of emergencies as permitted by law.

The foregoing Bylaws were adopted at the annual general meeting held on June 21, 2006.

Debra Alanis, Secretary

Attest:

Paul Konrady, President

