

AMENDED AND RESTATED
BYLAWS OF NORTSHORE ATHLETIC FIELDS
(“the Corporation”)

ARTICLE I.
MEMBERSHIP

1. Classes.

There shall be one class of members of the Corporation.

2. Qualifications of Members.

Only organizations approved for membership by a majority of the membership shall be admitted as members of the Corporation. In order to be considered for membership in the corporation, an organization must meet the following qualifications:

- (A) The organization must be chartered by Little League Baseball of America;
- (B) The organization must be recognized by the Internal Revenue Service as tax-exempt under Section 501(c)(3) of the Internal Revenue Code;
- (C) The organization must be reasonably expected to use the ball fields operated by the Corporation in an amount similar to the amount that the existing member organizations are expected to use the fields after admission of the new member;
- (D) The organization must commit to sharing in the expenses of operating and maintaining the facility under the same terms and conditions as the other members of the Corporation;
- (E) The organization must meet the requirements set forth in the King County Use Agreement;
- (F) The organization must be recommended for admission to membership by vote of the Corporation’s Board of Directors;
- (G) The organization must meet such other requirements as may be required by the Board of Directors at the time of the application for membership; and

The qualifications identified above constitute the minimum qualifications required before an organization's application for membership will be presented to the membership for approval. Meeting all of the above requirements does not entitle an organization to membership.

3. Annual Meeting of Members.

The annual meeting of the membership of the Corporation shall be held during the first week of October in each year unless the Board of Directors determines that another date would allow more participation by the membership. Notice of the annual meeting shall be mailed, or delivered electronically, to the last known address of each member by the Secretary of the Corporation no less than ten (10) days nor more than fifty (50) days prior to the meeting.

4. Special Meetings of Members.

Special meetings of the membership of the Corporation may be called from time to time at the discretion of the Board of Directors.

5. Quorum.

Two-thirds of the members entitled to vote at any annual or special meeting, represented either in person or by proxy, shall constitute a quorum for the transaction of business.

6. Voting Rights.

Each member present in person or represented by proxy at any meeting of the membership shall be entitled to one vote.

7. Removal of Members.

Any member of the Corporation who has failed to maintain the qualifications of membership for one-hundred twenty (120) consecutive days, or who has engaged in actions contrary to the purpose of, or detrimental to, the Corporation, may be removed by a two-thirds vote of the membership of the Corporation at a regular or special meeting of the membership at which a quorum is present. Notice of such proposed removal must be given to the member

sought to be removed prior to the meeting at which the question is to be voted upon and only after the Board of Directors has cast a two-thirds vote to recommend removal of the member.

8. Action of Members Without a Meeting.

Any action required by law or permitted to be taken at a meeting of the membership of the Corporation may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the members.

9. Nontransferability of Membership.

The members may not transfer membership or any rights arising therefrom.

ARTICLE II.

DIRECTORS

1. Management by Board of Directors.

The affairs of the Corporation shall be managed by the Board of Directors.

2. Number of Directors.

The Board of Directors of the Corporation shall consist of one (1) director appointed by each member organization and two (2) at-large directors elected by all members. Both member-appointed and at-large directors shall have the same voting rights and shall be permitted to serve as officers of the Corporation.

A decrease in the number of directors shall not cause the term of any incumbent director to be shortened.

3. Term of Directors.

A director shall hold office for a term of one year and until his or her successor has been elected and qualified. A director may serve consecutive terms.

4. Qualification of Directors.

Any individual who is not prohibited by applicable law from being a director in a corporation may be a director of the Corporation. Directors need not be residents of the state of Washington.

5. Appointment of Directors and Election of At-Large Directors.

Each member of the Corporation shall be entitled to appoint one (1) director and to vote for two (2) at-large directors prior to each annual meeting of the membership at which a quorum is present.

6. Resignation of Director.

Any director may resign at any time by delivering written notice of such resignation to the Secretary of the Corporation.

7. Removal of Director.

Any director may be removed with a two-thirds vote of the members and only after the Board of Directors has cast a two-thirds vote to recommend removal of the director.

8. Vacancies.

Any vacancy occurring in the Board of Directors, whether by death, resignation, or removal of a director shall be filled by the member of the Corporation who appointed the person vacating the office or, in the case of at-large directors, by a vote of all the members. If a vacancy is not filled by the member within thirty (30) days of the Secretary's notice to the member of its right to appoint a director to fill the vacancy, or if a vacancy is created by an increase in the number of directors, such vacancy shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors, even though less than a quorum. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office and until the election and qualification of his or her successor.

9. Compensation of Directors.

Directors shall receive no compensation as such. However, the Board of Directors may determine, by resolution adopted by a majority of the directors in office, from time to time to reimburse some or all of the reasonable expenses incurred by the directors on behalf of the Corporation.

10. Committees of Board of Directors.

The Board of Directors, by resolutions adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors and each of which, to the extent provided in such resolution and any subsequent resolution pertaining thereto and adopted in like manner, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Notwithstanding the preceding sentence, the authority of each committee of the Board of Directors shall be subject to the limitations set forth in RCW 24.03.115, as now in effect or hereafter amended, and any other applicable law. Each committee of the Board of Directors shall keep regular minutes of their proceedings and report to the Board of Directors when requested to do so.

11. No Loans to Directors.

No loans shall be made by the Corporation to its directors.

ARTICLE III.

MEETINGS OF DIRECTORS

1. Annual Meeting of Directors.

An annual meeting of the Board of Directors of the Corporation shall be held immediately following adjournment of the annual meeting of members in each year. At such meetings, there shall be an election of directors to fill those offices that may have been created by an increase in the number of directors of the Corporation or the unexpired term of any director, the election of officers, and the transaction of such other business as may properly come before the meeting.

2. Regular Meetings of Directors.

Regular meetings of the Board of Directors or of any committee designated by the Board of Directors shall be held at such frequency, time and place as the Board of Directors (or, with respect to committee meetings, the committee) shall determine from time to time. At such meetings, the directors may transact such business as may properly come before the meeting.

3. Special Meetings of Directors.

Special meetings of the Board of Directors or of a committee designated by the Board of Directors may be called by the President of the Corporation or by not less than fifty percent (50%) of the authorized number of directors or, with respect to meetings of a committee designated by the Board of Directors, by not less than one-third of the directors appointed to the committee. Special meetings may be held at such time and place, whether in this state or elsewhere, as may be designated in the notice of the meeting.

4. Notice of Meetings of Directors.

No notice is required to be given to the directors with respect to an annual or regular meeting of the Board of Directors or of a committee designated by the Board of Directors. Notice of the time and place of each special meeting shall be given by the Secretary of the Corporation, or by the persons calling the meeting, in person, by telephone, by e-mail or by U.S. Mail a written notice addressed to the director at his or her last known number or address, at least three calendar days prior to the date of the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors or of any committee designated by the Board of Directors need be specified in the notice or waiver of notice of the meeting. Notice of any special meeting may be waived in writing or by e-mail and will be waived by any director by attendance at the meeting except when attendance at the meeting is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

5. Quorum; Voting.

Except as otherwise provided by law, in the Articles of Incorporation of the Corporation, or in these Bylaws, the presence of not less than sixty percent (60%) of the directors then in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors or of any committee designated by the Board of Directors, provided, however, that there must be at least two directors present at a meeting for there to be a quorum. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or of the committee designated by the Board of Directors, as the case may be,

unless the act of a greater number is required by applicable law, the Articles of Incorporation, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, by the Articles of Incorporation, or by these Bylaws. Each director shall be entitled to one and only one vote on each matter properly brought before a meeting of the Board of Directors. There shall be no voting by proxy.

6. Adjournment.

The President of the Corporation or the majority of the directors present at a meeting at which a quorum is present may adjourn the meeting to some later time without any notice other than an announcement at such meeting.

7. Waiver of Notice.

Whenever any notice is required to be given to any director of the Corporation by law, by the Articles of Corporation, or by these Bylaws, a waiver of that notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

8. Action of Board of Directors Without a Meeting.

Any action required by law or permitted to be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

9. Telephonic Meetings.

The directors may participate in a meeting of the Board of Directors or of any committee designated by the Board of Directors through use of a conference telephone or similar communications equipment, so long as all of the directors participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

ARTICLE IV.

OFFICERS

1. Officers and Qualifications.

The officers of the Corporation shall be a Board President, a Secretary and a Treasurer. A director may hold two officer positions however the Board President may not also serve as either Secretary or Treasurer.

2. Election of Officers.

All officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting.

3. Term of Office.

All officers shall hold office for a term of one year and until their successors have been duly elected and qualified, or until removed as hereinafter provided.

4. Removal of Officers.

Any officer may be removed either with or without cause by the affirmative vote of a majority of the Board of Directors.

5. Resignation by Officers.

Any officer may resign at any time by delivering written notice of such resignation to the Secretary of the Corporation.

6. Vacancies.

A vacancy in any office resulting from the death, resignation, removal, or disqualification of any officer or from any other cause, may be filled for the unexpired term by the Board of Directors at any meeting of the Board of Directors.

7. Duties of Officers.

The duties and powers of the officers of the Corporation shall be as follows and as shall be set from time to time by resolution of the Board of Directors:

(A) **Board President.** The Board President shall have all necessary authority and responsibility to manage and operate the Corporation in all of its activities and

affairs, subject to such policies as may be adopted and such orders as may be issued by the Board of Directors; shall preside at all meetings of the membership and/or the Board of Directors; shall act as the duly authorized representative of the Corporation in all matters for which the Board of Directors has not formally designated some other person to act; shall present at each annual meeting of the members a report on the condition of the business of the Corporation; shall sign and execute all contracts in the name of the Corporation, and may sign all notes, drafts, and other orders for the payment of money; shall appoint, fix the compensation of, and discharge all agents and employees who are not officers of the Corporation, subject always to the right of the Board of Directors to remove or discharge the same; and shall perform all other duties as may be required of the Board President by the Board of Directors or by other provisions of these Bylaws.

(B) **Secretary.** The Secretary of the Corporation shall keep the minutes of all meetings of the members and/or the Board of Directors and of all committees designated by the Board of Directors; shall attend to the giving and serving of all notices of the Corporation; shall attend to, and present to the Board of Directors at its meetings, all official communications received by him or her; shall preside at all meetings of the membership and/or the Board of Directors when the Board President is absent; and shall perform all such other duties as are incident to this office (including without limitation all duties of the Corporation with respect to the maintenance of records under RCW 24.03.135, as now in effect and as amended from time to time, and any other applicable laws) or as may be required of the Secretary by the Board of Directors.

(C) **Treasurer.** The Treasurer shall have the care and custody of and be responsible for all of the funds and securities of the Corporation and shall deposit such funds and securities in the name of the Corporation in such banks or safe deposit companies or other repositories as the Board of Directors may designate from time to time; may make, sign, and endorse in the name of the Corporation all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of such under

the direction of the President or the Board of Directors; shall keep at the principal office of the Corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to the President or to any director upon application at the office of the Corporation during business hours or to the Board of Directors at any meeting when required to do so by the Board of Directors; shall render a report of the condition of the finances of the Corporation at each regular meeting of the members and at such other time as shall be required of him; shall, if required to do so by the Board of Directors, give such bond for the faithful performance of his or her duties as the Board of Directors may determine from time to time; and shall perform all such other duties as are incident to the office of Treasurer or as may be required from time to time by the Board of Directors.

(D) **Other Officers.** Other officers and assistant officers and agents, if any, shall perform such duties and have such powers as may be assigned to them from time to time by the Board of Directors.

8. Compensation of Officers.

Officers shall receive no compensation as such. However, the Board of Directors may determine, by resolution adopted by a majority of the directors in office, from time to time to reimburse some or all of the reasonable expenses incurred by the officers on behalf of the Corporation.

9. No Loans to Officers.

No loans shall be made by the Corporation to any of its officers.

ARTICLE V.

AMENDMENT AND REPEAL OF BYLAWS

Section 1. By Members: These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the members entitled to vote at a meeting of the membership.

Section 2. Emergency Bylaws. The Board of Directors may adopt emergency Bylaws, subject to repeal or change by action of the members, which shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States or any nuclear or atomic disaster.

ARTICLE VI.

SEAL

The Corporation shall not have a corporate seal.

ARTICLE VII.

FISCAL YEAR

The fiscal year of the Corporation shall begin on October 1st and terminate on the September 30th of each year.

ARTICLE VIII.

**LIMITATION OF DIRECTOR LIABILITY;
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES, AND AGENTS**

The Articles of Incorporation provide broad limitation of liability protection and indemnification to directors, officers, employees, and agents all as more specifically therein stated and by reference here incorporated.

These Amended and Restated Bylaws contain the originally adopted bylaws and amendments dated September 13, 2007 and August 29, 2012.