

Bylaws of the West Sound Disc Golf Association A Public Benefit Non-Profit Organization for Kitsap County

Article 1: Office

Section 1: Principal Office

The principal office of the Association will remain within the limits of Kitsap County in the State of Washington. The location of the office within the County may be moved through action of the Board of Directors. Any change of address of the principal address and the effect date must be recorded below. Any change of location of the principal office shall not be deemed an amendment of these bylaws. The principal address of the Association is one, such that, any mailed or telegraphed correspondence to that address serves as legal communication and notice.

Address:

| | |
|-------------------------------------|--------------|
| P.O. Box 573 Port Orchard, WA 98366 | Date: 6/6/05 |
| | Date: _____ |
| | Date: _____ |
| | Date: _____ |

Section 2: Other Offices

The Association may support and maintain branches in other locations, where qualified to do so, as designated by the board of directors.

Article 2: Purposes

Section 1: Objectives and Purposes

The primary objectives and purposes of the Association shall be:

- (A) Promote the development of disc golf and flying disc activities throughout the West Sound region
- (B) Maintain the local disc golf courses, including but not limited to cleaning trash, patrolling courses, and repairing and replacing equipment.
- (C) Provide free or fee-based, friendly, and non-threatening recreational opportunities to residents of the West Sound both individuals and organized groups, such as but not limited to youth groups, schools, and local parks department.
- (D) Serve as an information and referral network to public, private, and community recreational resources in the matters of disc golf and the opportunities and benefits it provides.
- (E) Provide opportunities for the improvement of skills through printed materials, clinics, demonstrations, or other public events.

(F) Raise funds for the promotion of Association objectives and purposes through solicitation and fee-based activities as approved by the Board of Directors.

(G) Support amateur and professional disc golf players and events in the West Sound region.

Article 3: Coordinating Directors

Section 1: Number

A seven member Board of Directors, drawn from Association members, shall govern the Association. Those members shall be titled *Coordinating Directors* and shall be identified as such during Association and Board meetings. This number may be changed by amendment of these Bylaws or by their repeal and adoption of new Bylaws as provided in these Bylaws.

Section 2: Powers

The Board of Directors shall conduct and regulate all activities and affairs of the Association in accordance with all provisions of Washington State Law regulating the practice of non-profit associations and the provisions stated within these Bylaws.

Section 3: Duties:

It shall be the duty of the Coordinating Directors to:

- (a) Perform all duties imposed collectively or individually by law, the Articles of Incorporation of this Association, or these Bylaws;
- (b) Appoint, remove, employ, discharge, if any, all officers, agents, and employees of the Association;
- (c) Establish, through majority vote of the Board, fair compensation prior to the employment of any individual or group for legally contracted services;
- (d) Supervise all officers, agents, and employees of the Association through regular and documented contact to assure that duties are performed properly and, in the case of compensation, document the satisfactory completion of all contractual obligations;
- (e) Attend regularly scheduled Board meetings;
- (f) Maintain a legal address with the Association such that any mailed or telegraphed correspondence to that address serves as valid and legal notice from the board;
- (g) Maintain, if available, an electronic mail address with the Association such that any electronic correspondence to the address of Association business serves as legal and valid notice from the Board.

Section 4: Terms of Office

Each Coordinating Director shall hold office until the next annual meeting for the election of the Board of Directors as specified in these Bylaws, and until a successor to the position is elected or the Association is dissolved.

Section 5: Compensation

Coordinating Directors shall serve without compensation for services rendered as Directors. In addition, they shall be allowed reasonable advancement and reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article, provided valid and documented receipts are supplied and any excess advancement be returned to the Treasury of the Association. No Coordinating Director may gain profit from

their position as Coordinating Director of the Association; however, Coordinating Directors may enter approved, documented, and contracted service as specified in Section 5 of this Article as long as the contracted service does not limit or replace the duties required as Coordinating Director.

Section 6: Restrictions on Board Member Contracted Service

Notwithstanding any other provision of these Bylaws, no more than forty-nine percent (49%) of the persons serving as Coordinating Directors may be engaged in compensated services for the Association or related to those engaged in compensated services for the Association. For the purposes of these Bylaws, 'related' is any person such as a brother, sister, ancestor, descendant, spouse (past or present), significant other (past or present), any person so related through marriage (past or present), or any business or person in or with which the Coordinating Director shares a financial interest through direct or indirect compensation including, but not limited to, direct payment, coupons, discounts, stock dividends, employment, gifts, trusts, vacations, free trials, or any such service or gift provided to the Coordinating Director for which the Coordinating Director is not financially responsible.

Section 7: Places of Meeting

Meetings shall be held at the Association's principal address unless otherwise designated by the board. These meetings shall take place within the limits of Kitsap County. If any meeting is not held at the principal address, any business conducted thereat shall not be considered legal or valid for the Association unless documented notice is made within the records of the Association and all Coordinating Directors are given written notice at their registered address within 48 hours of the meeting, or a full quorum as defined in Section 15 is present and all those present sign a petition to be kept with Association records declaring the intent to conduct official business at the given meeting and the reason for which the meeting was established.

Any meeting may be conducted via conference phone or similar communications equipment such that all Coordinating Directors participating in the meeting can hear all other Coordinating Directors.

Section 8: Regular and Annual Meetings

The Board of Directors shall meet not less than four times per calendar year. These meetings will be open for members of the Association to attend.

There must be an annual meeting at which Coordinating Directors are voted into their position on the Board. A single vote shall occur on that day, with the candidates who receive the highest number of votes up to the number of directors being elected as Coordinating Directors. All members, including current Coordinating Directors may cast a single vote equivalent to all other member votes. The new Coordinating Directors shall take over the affairs of the Association at the start of the next fiscal year of the Association as defined in Article 8, Section 1.

One week (7 days) prior to the annual meeting in which a new board is elected, the current board must provide documentation that the Association presently has a sum in the Treasury equal to or greater than the unpaid bills for which the Association is responsible.

Section 9: Special Meetings

Any Coordinating Director may request special meetings of the Board of Directors and the locations of those meetings may be designated, as provided under Section 7 of this Article,

by that Coordinating Director. If no location is given, then the location of the meeting shall be the principal address of the Association. Special meetings of the Board of Directors may be held as agreed upon by a quorum of Board Members, as defined in Section 13.

Section 10: Notice of Regular Meetings

Notice for regular meetings of the Board of Directors must be given to all Association members no less than 14 days prior to the meeting. Notice may be made through the address, electronic or written, registered with the Association for each Coordinating Director. Notice is provided once an electronic message is sent, 4 days after first-class mail is provided to the Post Office or its agent, or a phone conversation or message is documented.

In the case a regular meeting need be adjourned, notice need not be given to members who are not present if the adjourned meeting reconvenes within 24 hours of adjournment. If the adjourned meeting is reconvened at a time later than 24 hours than the process of notice described in this section will take place.

Section 11: Contents of Notice

Notice of meetings shall specify at least the place, day, and hour of the meeting. In the case of an annual, full member meeting, an agenda must accompany the notice. In the case of a regular Board meeting, the notice may or may not contain an agenda.

Section 12: Implied Consent for Non-Attendance

The transactions and affairs of any meeting of the Board, however called and noticed or wherever held as stated in the Bylaws, are valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present. Those Coordinating Directors not in attendance shall be considered in support of transactions and affairs decided by the Board; although, their consent cannot be counted as votes for or against a position at any time. Notification of transactions and affairs of the Board shall be communicated to Coordinating Directors not in attendance through dispersal of meeting minutes either electronically or written via the address maintained with the Association.

Section 13: Quorum for Meetings

A quorum shall consist of more than half the number of Coordinating Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Association, or by law, no business shall be considered by the board at any meeting at which a quorum is not present, and the only motion which the meeting may consider is a motion to adjourn the meeting.

When a meeting is adjourned for lack of quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The Coordinating Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Article of Incorporation or Bylaws of this Association.

Section 14: Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, Bylaws of this Association, or the provision of Washington State Law regarding the practice of non-profit organizations requires different voting rules for approval of a matter by the Board.

Section 15: Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Head Coordinating Director or his or her designate. If the Head Coordinating Director or his or her designate is not present, the Coordinating Director who called the meeting shall preside over the meeting. If the Head Coordinating Director, his or her designate, or the Coordinating Director who called the meeting is not present, the members meeting, unless otherwise stated in the Bylaws, may chose a Coordinating Director to preside over the meeting via majority vote. If a Coordinating Director to preside over the meeting cannot be decided, the meeting is automatically adjourned until the Head Coordinating Director, his or her designate, or the Coordinating Director who called the meeting is able to reconvene the meeting.

Meetings shall be governed by informal procedures as the Coordinating Directors see fit, as such rules may be revised from time to time, insofar as such rules are consistent and do not conflict with these Bylaws, the Articles or Incorporation, or any State or Federal law.

Section 16: No Action by Board or Members Without Meeting

Any action required must be taken and any action permitted can be taken by the Board of Directors under any provision of law at a meeting. Any action of a Member, including Coordinating Director and Officers, done in the name or service of the Association must be first approved by the Board of Directors at a regular, annual, or special meeting, and this approval must be documented with the Association, except in the case described herein. Independent action may be taken by a Coordinating Director or Officer provided that that Director or Officer has contacted a majority of other Directors through any means and received and documented support for the action. This documentation must be filed with the Association, and the results of such action must be communicated to the Board no later than the next regular, special, or annual or any other type of Association meeting.

Section 17: Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized Coordinating Directors is increased.

The Board of Directors may declare vacant the office of a Coordinating director who has been declared of unsound mind by a final order of the court, convicted of a felony, or have been found in breach of duty under the Articles of Incorporation or Bylaws of this Association or any State or Federal Law. Such declaration shall be made by a majority of votes at a full assembly of the board, whereat the Coordinating Director in question may present their position but may not vote.

If this Association has less than fifty (50) members, Coordinating Directors may be removed from office without cause by a majority of all members. If this Association has more than fifty (50) members, then any Coordinating Director may be removed from office without cause by a majority of votes at any meeting at which a quorum of Association members is present.

If this Association has no members, Coordinating Directors may be removed without cause by a majority vote of the Board.

Any Coordinating Director may resign effective upon giving written notice to the Head Coordinating Director unless the written notice specifies a later time for the effectiveness of such a resignation. No Coordinating Director may resign if the resignation brings the number of acting Coordinating Directors below quorum; however, if a Coordinating Director wishes to resign under such circumstances, the remainder of the board must agree to an emergency, full-member meeting, at which all vacant positions, including the position of the Coordinating Director who wishes to resign, is filled.

If there exists any less than a quorum of Coordinating Directors through vacancies or Coordinating Directors called into question then the entire Board of Directors shall be considered unfit and an emergency annual meeting called immediately to be held within one week (7 days) so members may vote a new Board, on which no former Coordinating Director may hold seat nor can any former Coordinating Director hold a vote at such meeting. If there are not enough members in the Association to form a new board, this Association is considered dissolved.

Vacancies on a Board with at least a quorum of Coordinating Directors present may fill vacant position through majority vote. The term of service of any Coordinating Director placed in office through these means shall end at the next annual meeting at which new Coordinating Directors are voted upon by the members of the Association or until that Coordinating Director is considered unfit, resigns, or otherwise vacates the position as described in this Section.

Section 18: Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Section 19: Indemnification by Association of Coordinating Directors, Officers, Employees and Other Agents

To the extent that a person who is, or was, a Coordinating Director, officer, employee, or other agent of this Association has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Association or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Association by only to the extent allowed by, and in accordance with the requirements of, Washington State Law.

Section 20: Insurance for Association Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee, or other agent of the Association) against any liability other than for violating provisions of the Articles of Incorporation, these Bylaws, or any Washington State or Federal Law asserted against or incurred by the agent in such capacity or arising out of the agent's

status as such, whether or not the Association would have the power to indemnify the agent against such liability under the provision of Washington State Law.

Section 21: Termination of Membership

The Board of Directors may terminate the membership, without compensation of membership dues, of any member who violates the Articles of Incorporation, these Bylaws, or Washington State or Federal Law through the majority vote of the Board of Directors. Notice of termination of membership will be sent to the member to the last known address and serve as legal notice given. Such notice shall contain the violation and the evidence gathered to reach a decision that said violation occurred.

Article 4: Officers

Section 1: Number of Offices

The Association shall be governed by a Board of Coordinating Directors, presided by a Head Coordinating Director, as provided in these Bylaws. The Board, either through the delegation of duties to a single Coordinating Director, Association member, or other such agent or arrangement as approved and documented by the board, shall ensure the duties of the following offices be fulfilled: Secretary, Treasurer, Course Professional (one for each course established and maintained by the Association), and Membership Administrator. Any board may further establish any further offices deemed necessary by the Board and shall document all such offices with the Association prior to the office being filled. Such extra offices shall not require amendment to the Bylaws, and any such extra office shall be terminated at the next annual meeting when a new Board is established.

Section 2: Qualification, Election, and Term of Office

Any person may serve as an officer of this Association. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns, is removed or is otherwise disqualified to serve, or until the next annual meeting at which a new Board is established, whichever occurs first.

Section 3: Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the Head Coordinating Director. Any such resignation shall take effect at the date of receipt or such notice or at any later date specified within the notice, and acceptance of such resignation shall not be necessary to make it effective. The above provision of this Section shall be superseded by any conflicting terms of a contract approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

Section 4: Vacancies

Any vacancy of an office for any reason shall be filled by the Board of Directors unless otherwise described in these Bylaws, at the next regular, special, or annual meeting. In the event no meeting can take place within one week (7 days) of vacancy, the Head Coordinating Director may appoint an agent or assume duties of the office temporarily until the Board of Directors may fill the vacancy.

Section 5: Duties of the Head Coordinating Director

The Head Coordinating Director shall be the chief executive officer of the Association and shall, subject to the control of the Board Directors, the Articles of Incorporation, these Bylaws, and Washington State and Federal Law, supervise and control the affairs of the Association and the activities of the officers. This person shall perform all duties incident to this office and such other duties as required by law, the Articles of Incorporation, or these Bylaws, or which may be prescribed from time to time by the Board of Directors. This person shall preside at all meetings of the Board of Directors and general assembly meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, this person shall, in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 6: Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the Association or at such other place as the Board may determine the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Association or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Association and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Association under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times to any director of the Association, or to his or her agent or attorney, on request thereof, the Bylaws, a current copy of the membership database, and the minutes of the proceedings of the Coordinating Directors of the Association.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 7: Duties of Treasurer

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trusts, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain complete and correct accounts of the Association's properties and business transactions, including but not limited to accounts of its assets, liabilities, receipts, disbursements, gains and losses. The accounting must document through receipt, voucher,

and/or contract all financial transactions organized by date and include a statement of financial status resulting from such transactions.

Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request thereof.

Render to the Head Coordinating Director or Board of Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Association, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 8: Duties of Course Professional

The Course Professional shall be responsible for public appearances on behalf of the West Sound Disc Golf Association at the course to which the Course Professional is assigned responsibilities. He or she shall also be responsible for maintaining good public relations on behalf of the West Sound Disc Golf Association. He or she shall also ensure that the assigned course is kept clean and appropriately maintained, including advisement of appropriate channels in the case of vandalism. The Course Professional shall determine the placement of tees and targets, if applicable, throughout the course. The Course Professional shall also make recommendations for improvements or modification of the course to the Board of Directors. The Course Professional shall also direct any events at the course sponsored by the WSDGA or offer his or her services to any group that sponsors an event at the assigned course.

Section 9: Duties of Membership Administrator

The Membership Administrator shall:

Keep at the principal office of the Association or any other location agreed to by the Board of Directors a membership database, either electronically or physically, containing, for each member, a name, contact information, membership number, date of membership, status of dues, and, in the case where any membership has been terminated, this person shall record such fact in the membership database together with the date on which such membership ceased.

Maintain a back-up copy of the membership database, if stored electronically, that is no more than one week (7-days) older than the most updated version. This back-up must be stored at a location other than the primary computer on which the database is maintained.

Exhibit at all reasonable times the membership database to any director of the Association, or to his or her agent or attorney, on request thereof.

Ensure that membership database information is never released to any party, vendor, organization, or individual that would solicit from members, attempt to contact members, or otherwise use the information in any way, even if approved by a majority of the members. Any member who wishes to release his or her information to such party, vendor, organization, or individual may freely do so, but not in connection or association with West Sound Disc Golf Association.

Section 10: Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Coordinating Director, provided, however, that such

compensation paid a Coordinating Director for serving as an officer of this Association shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this Association shall be reasonable and given in return for services actually rendered for the Association which relate to the objectives of the Association and are fully documented with the Association

Article 5: Committees

Section 1: Executive Committee

The Board of Directors may, by a majority of directors, designate two (2) or more of its members (who may also be serving as officers of this Association) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Association, except with respect to:

(a) The approval of any action, which under law or the provision of these Bylaws, requires approval of the members or of a majority of all of the members.

(b) The filling of vacancies on the board or on any committee or of any office authorized by the Board or any other executive committee.

(c) The fixing of compensation of the Coordinating Directors for serving on the board or on any committee, or fixing the compensation for any office, contract, or other agent that requires compensation for service to and for the executive committee.

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.

(f) The appointment of committees of the board or the members thereof.

(g) The expenditure of Association funds without the approval of the Board.

(h) The approval of any transaction to which this Association is a party and in which one or more of the Coordinating Directors has a material financial interest, unless expressly provided by Washington State Law governing Non-Profit Organizations.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the Association records, and report the same to the Board from time to time as the Board may require.

Section 2: Other Committees

The Association shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly title as "advisory" committees.

Section 3: Meetings and Action of Committees

Meetings and actions of the committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special committee meetings may also be fixed by the Board of

Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings and authority of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws and documented with the Association.

Article 6: Execution of Instruments, Deposits and Funds

Section 1: Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by documented resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances and such authority must clearly be documented with the Association prior to action by the officer or agent. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2: Deposits

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer, or another Coordinating Director if no Treasurer is defined, and countersigned by the Head Coordinating Director of the Association.

Section 3: Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purpose of this Association.

Article 7: Association Records, Reports and Seal

Section 1: Maintenance of Association Records

The Association shall keep at its principal office in the State of Washington:

(a) Minutes of all meetings of Coordinating Directors, committees of the board and, if this Association has members, of all meeting of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including account of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members as established in Article 4, section 9;

(d) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by members, if any, of the Association at all reasonable times.

Section 2: Association Seal

The Board of Directors may adopt, use, and at will alter an Association seal. Such seal shall be kept at the principal office of the Association. Failure to affix the seal to Association instruments, however, shall not affect the validity of such instrument.

Section 3: Director's Inspection Rights

Every Coordinating Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

Section 4: Member's Inspection Rights

If this Association has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member of the Association:

(a) To inspect and copy the record of the membership database at reasonable times, upon written demand and payment of a reasonable charge. The demand shall state the purpose of inspection or copy. The membership database shall be made available upon approval by the board on or before the later of ten (10) business days after the demand is received or after the date specified therein. No inspection or copy of the membership database may be used for the release of any personal information to another association, corporation, or any other such individual or agent; nor can the list be used to conduct any business that is not approved by the Board of Directors. Such release or use of personal information will be cause for immediate and permanent removal from the Association.

(b) To obtain from the Association, upon written demand and payment of a reasonable charge, the list of names and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available upon approval by the board on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Association by the member, for a purpose reasonable related to such person's interests as a member.

Section 5: Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspect includes the right to copy and make extracts.

Section 6: Annual Report

The Board shall cause an annual report to be furnished not later than one hundred twenty days after the close of the Association's fiscal year to all directors of the Association and, if this Association has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;

The principal changes in assets and liabilities, including trust funds, during the fiscal year;

The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year;

The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year;

Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

If this Association has members, then, if this Association receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenue or receipts during the fiscal year, this Association shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of an Association officer, as specified by the above provisions of this Section relating to the annual report.

Section 7: Annual Statement of Specific Transactions to Members

This Association shall mail or deliver to all directors and any and all members a statement within one hundred twenty (120) days after the close of its fiscal year which briefly describe the amount and circumstances of any indemnification or any transaction in which the Association, or its parent or its subsidiary, was a party, and in which any director, officer, or member of the Association, or its parent or subsidiary, had a material financial interest.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationships to the Association, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this Association has any members and provides all members with an annual report according to the provision of Section 6 of this Article, then such annual report shall include the information required by this Section.

Article 8: Fiscal Year

Section 1: Fiscal Year of the Association

The fiscal year of the Association shall begin on the first day of May and end on the last day of April in each year. The annual meeting at which the Board of Directors are elected shall occur during the last month of the fiscal year.

Article 9: Amendment of Bylaws

Section 1: Amendment

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit organizations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) Subject to the power of members, if any, to change or repeal these Bylaws under Washington State Law, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer,

provided, however, if this Association has admitted any members, then a Bylaw specifying or changing the fixed number of Coordinating Directors of the Association, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the members, if any, of this Association; or

(c) If the Association has no members, the Bylaws may be amended by a majority vote of the Board of Directors.

Article 10: Amendment of Articles

Section 1: Amendment of Articles

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and, if any, by the majority approval of the members of the Association.

Section 2: Certain Amendments

Notwithstanding the above Section of the Article, this Association shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first directors of this Association nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Association has filed appropriate statements with Washington State pursuant to any laws or regulations governing public benefit nonprofit organizations.

Article 11: Prohibition Against Sharing Association Profits and Assets

Section 1: Prohibition Against Sharing Association Profits and Assets

No member, Coordinating Director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Association assets on dissolution of the Association. All members, if any, of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed to the participating Parks Departments within Kitsap County as decided by the remaining members of the Board upon dissolution.

Article 12: Members

Section 1: Determination of Members

If this Association makes no provision for members, then, pursuant to Washington State Law any action that would otherwise, under law or the provision of the Articles of Incorporation or Bylaws of this Association, require approval by a majority of all members, shall only require the approval of the Board of Directors.

Section 2: Membership

The Association will deny membership in no way to any person who wishes to join the Association and uphold the objectives of the Association and follow the rules of the Articles of Incorporation, these Bylaws, and Washington State and Federal Laws governing public non-profit organizations. Consent to this restriction is implicit in the payment of dues by the member.

Any attempt to violate the rules of the Articles of Incorporation, these Bylaws, Washington State Law, Federal Law, or attempt to impede, block, or disrupt the business of the Association, its Directors, officers, employees, agents, or individuals or organizations related to the Association through contracted service will be considered reasons for non-compensated termination of membership and possible further action through Washington State or Federal courts.

Any member may withdraw their membership at any time through written notification of the Board. Any such withdrawal or termination of membership declares forfeit any dues already paid, including any dues paid in advance, to the Association.

Section 3: Dues

The Board of Directors may decide upon the amount paid by members for dues in the following fiscal year. Membership is dependent upon payment of these dues and shall last, unless terminated according to these Bylaws, until the next annual meeting at which dues for continuing membership must be provided.

Written Consent of Coordinating Directors Adopting Bylaws

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of West Sound Disc Golf Association, a Washington State nonprofit organization, and, pursuant to the authority granted to the Coordinating Directors of these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 16 pages, for all members of the Association as the Bylaws of this Association.

Date: 7-6-2005

John Conte
John Conte, Coordinating Director

Robert Sismour
Robert Sismour, Coordinating Director

Tony Beckett
Tony Beckett, Coordinating Director

Jeb Monk
Jeb Monk, Coordinating Director

Bud Pell
Bud Pell, Coordinating Director

Darren McKee
Darren McKee, Coordinating Director

Rick Bailey
Rick Bailey, Coordinating Director

Certificate

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Association named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of the said Association on the date set forth below.

Dated: 7-6-2005

John D. Conte
JOHN D. CONTE
Head Coordinating Director