

**Bylaws**  
**of**  
**Lake Washington High School Booster Club**  
**(A Washington Nonprofit Corporation)**

**Article 1**  
**Office**

The registered office of the corporation shall be located in King County, State of Washington, at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office. The corporation may have other offices, either within or without the State of Washington, as the Board of Directors may determine from time to time.

**Article 2**  
**Nonprofit Purposes**

**Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be to pursue the support and development of student athletic teams and other interscholastic activities at Lake Washington High School.

**Article 3**  
**Directors**

**Section 1. Powers**

The affairs of the corporation shall be managed by its Board of Directors. Subject to any tax rules relating to the maintenance of the corporation's tax-exempt status, directors need not be residents of the State of Washington and need not be members of the corporation. Until such time as the corporation becomes a membership organization, if any, the directors of the corporation shall have the right to vote and shall be considered the only voting members of the corporation.

## **Section 2. Number, Tenure, and Qualifications**

The number of directors shall be no less than one (1) and no more than seven (7), the specific number to be set by resolution of the Board of Directors, which resolution shall automatically amend these bylaws for such purpose. The number of initial directors shall be specified in the Articles of Incorporation and the corporation shall have that number of directors until changed in accordance with these bylaws.

(a) Election. Directors shall be elected as provided in Article 4. The initial directors named in the Articles of Incorporation shall each serve for a period of two years, or until the election and qualification of such initial director's successor, whichever is later. In the event this corporation becomes a membership corporation, directors shall automatically be members.

(b) Staggered Terms. In the event the number of directors is increased, the Board of Directors may, in their discretion, as part of the amendment increasing the number of directors, provide for staggered terms of office for the additional number of directors.

## **Section 3. Regular Meetings**

A regular meeting of the Board of Directors shall be held without any other notice than this bylaw at Lake Washington High School at 7:00 p.m. on the first Tuesday in the month of December of each calendar year, or such other time and place as the Board of Directors shall designate in written notice. The Board of Directors shall provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at Lake Washington High School in the absence of any designation in the resolution.

## **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by the President, the Secretary, or any two directors. Such meetings shall be held at Lake Washington High School or, if different, at the place designated by the person or persons calling the special meeting.

## **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail or other electronic means, to each director at his/her address, including electronic mailing address, as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by electronic means, such notice shall be deemed to be delivered when the electronic mailing is sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not

lawfully called or convened. The business to be transacted in the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

### **Section 6. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### **Section 7. Board Decisions**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### **Section 8. Vacancies**

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

### **Section 9. Compensation/Loans**

**9.1 Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

**9.2 Loans.** No loans shall be made by the corporation to any director.

### **Section 10. Informal Actions by Directors**

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, 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.

### **Section 11. Removal of Directors**

Any one or more of the directors may be removed either with or without cause, at any time, by majority vote of the Board of Directors at any special meeting called for that purpose.

## **Section 12. Nonliability of Directors**

Except as provided herein, a member of the Board of Directors or an officer of the corporation is not individually liable for any discretionary decision or failure to make a discretionary decision within his or her official capacity as director or officer unless the decision or failure to decide constitutes gross negligence. This does not limit or modify in any manner the duties or liabilities of a director or officer of the corporation to the corporation or the corporation's members.

To the extent not inconsistent with law, a director of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating RCW 23B.08.310 of the Washington Business Corporation Act, if applicable, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Business Corporation Act is applicable and is amended to authorize corporate action further eliminating or limiting the personal liability of the directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the Board of Directors or members of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## **Article 4 Officers**

### **Section 1. Designation of Officers**

The officers of the corporation shall be a President, a Co-President, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more vice Presidents, one or more co-secretaries, and one or more Co-Treasurers, as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **Section 2. Election and Term of Office**

The officers of the corporation shall be elected annually by the Board of Directors, at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualifies.

### **Section 3. Removal and Resignation**

Any officer elected or appointed by the Board of Directors 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 to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

### **Section 4. Vacancies**

A vacancy in any office caused by death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies in any office appointed at the discretion of the Board of Directors may or may not be filled as the Board shall determine.

### **Section 5. Powers and Duties**

The officers of the corporation shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation. In addition to the foregoing, officers shall have the following specific duties:

**5.1 President.** The President shall preside at the meetings of the corporation and of the Board of Directors and shall be a member ex officio, with right to vote, of all committees. He shall also, at the annual meeting of the corporation and such other times as he or she deems proper, communicate to the corporation or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the corporation and shall perform such other duties as are necessarily incident to the office of the President.

**5.2 Co-President.** In case of the death or absence of the President, or in the event of his or her inability or refusal to act, the Co-President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Co-President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the Board of Directors.

**5.3 Secretary.** It shall be the duty of the Secretary to give notice of and attend all meetings of the corporation and all committees and keep a record of their doings; to

conduct all correspondence and to carry into execution all orders, votes, and resolutions; to keep a list of the members of the corporation, to collect fees, annual dues, and subscriptions and pay them over to the Treasurer; to notify the officers and members of the corporation of their election; to notify members of their appointment on committees; to furnish the chairperson of each committee with a copy of the vote under which the committee is appointed, and at the request of the chairperson give notice of the meetings of the committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the corporation, and generally to devote his or her best interests to forwarding the business and advancing the interests of the corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro-tem. The Secretary shall be the keeper of the corporation's seal, if any.

**5.4 Treasurer.** The Treasurer shall keep an account of all moneys received and expended for the use of the corporation, shall make disbursements only upon vouchers approved in writing by any other member of the Board of Directors. The Treasurer shall deposit all sums received in a bank or banks approved by the Board of Directors, and make a report at the annual meeting or when called upon by the President.

The funds, books, and vouchers in the Treasurer's hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of the Treasurer's term of office or resignation, the Treasurer shall deliver over to his or her successor all books, moneys, and other property, or in the absence of a Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro-tem.

The office of Secretary and Treasurer may be held by the same person.

**5.5 Delegation.** If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

## **Section 6. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

## **Article 5 Committees**

### **Section 1. Executive Committee**

The Board of Directors may, by a majority vote of its members, designate an executive committee consisting of two or more directors, which committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committee and the delegation

thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the Board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **Section 2. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

### **Section 3. Meetings and Action of Committees**

Meetings and action of 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 and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **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 resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation 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. Checks and Notes**

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 corporation shall be signed by the

Treasurer or Co-Treasurer. In the absence of the Treasurer and Co-Treasurer, such instruments may be signed by the President of the corporation.

### **Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation 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 corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **Article 7 Corporate Records, Reports, and Seal**

### **Section 1. Maintenance of Corporate Records**

The corporation shall keep:

(a) Minutes of all meetings of directors, committees of the Board, and, if this corporation has members, of all meetings 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 accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

### **Section 2. Corporate Seal**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.



### **Section 3. Inspection Rights**

Every 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 corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law. If the corporation has any members, each and every member shall have the right, for a purpose reasonably related to such person's interest as a member, to inspect at a reasonable time the books, records, or minutes of this corporation. Members, if any, shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### **Article 8 Fiscal Year**

The fiscal year of the corporation shall be as determined by resolution of the Board of Directors.

### **Article 9 Conflict of Interest and Compensation Approval Policies**

#### **Section 1. Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Section 2. Definitions**

(a) **Interested Person.** Any director, principal officer, member of a committee with Board-delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

### **Section 3. Conflict of Interest Avoidance Procedures**

(a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

(b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) **Violations of the Conflicts of Interest Policy.** If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it

shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Board Proceedings**

The minutes of meetings of the Board shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation Approval Policies**

If a member of the Board receives compensation, directly or indirectly, from the corporation for services, he/she is precluded from voting on matters pertaining to that compensation.

When approving compensation for directors, officers, contractors, and any other compensation contract or arrangement, if any, in addition to complying with the conflict of interest requirements and policies contained in the preceding sections of this article, the Board shall also comply with the following additional requirements and procedures:

(a) the terms of compensation shall be approved by the Board prior to the first payment of compensation,

(b) all members of the Board who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement
3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement

4. has no material financial interest affected by the compensation arrangement; and
5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board member.

(c) the Board shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources
2. the availability of similar services in the geographic area of this organization
3. current compensation surveys compiled by independent firms
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement

(d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved
2. the members of the Board who were present during debate on the transaction, those who voted on it, and the votes cast by each Board member
3. the comparability data obtained and relied upon and how the data was obtained

## **Article 10**

### **Amendment of Bylaws**

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors.

## **Article 11**

### **Participating Organizations**

#### **Section 1. Eligibility Requirements**

The corporation shall consist of organizations that are established to pursue the support and development of any student athletic team or other student activity at Lake Washington High School. Organizations must also meet the following requirements for participation in the corporation:

(a) The organization has officers consistent with the definitions in Article 4. As a minimal organizational structure, the organization shall have a president and secretary who are separate individuals.

(b) The purpose of the organization is consistent with the corporation's purposes as defined in Article 2.

(c) The organization's fundraising activities and expenditures are consistent with the corporation's fundraising activities and expenditures. The organization does not engage in any activities that would affect the corporation's qualified status as a nonprofit corporation pursuant to the provisions of the Washington Nonprofit Corporation Act and Section 501(c)3 of the Internal Revenue Code.

(d) The organization demonstrates proper accounting of the organization's fundraising and expenditures. All receipts and expenditures of the organization's funds are identified for accounting purposes. Receipts for all expenditures are maintained. The organization's accounting information is provided to the Treasurer in a timely manner, as requested by the Treasurer, to prepare the corporation's books and records as defined in Article 4.

(e) The organization solicits participation in the corporation with the Board of Directors, and approval as a participating organization is received from a majority of the Board of Directors. This approval shall be documented in the minutes of the Board of Directors.

#### **Section 2. Termination**

If a participating organization fails to maintain the eligibility standards defined in Section 1 of this article, the Board of Directors may terminate the organization's standing in the corporation by a majority vote. This termination shall be documented in the minutes of the Board of Directors.

## **Article 12**

### **Members**

Until provision therefore has been adopted by the Board of Directors as provided in these bylaws, the corporation shall not initially be a membership organization; provided, however, the Board of Directors may, by majority vote, amend these bylaws to provide for a membership organization. The classes of members, the manner of election or

appointment and the qualifications and rights of the members of each class shall be determined by the Board of Directors and set forth in such amendment.

### **Article 13 Dissolution**

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed to a corporation, trust, foundation, or other organization organized and existing for such nonprofit purposes which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as now enacted or as may hereinafter be amended.

### **Article 14 Construction and Terms**

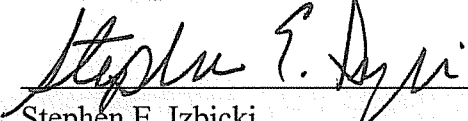
If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

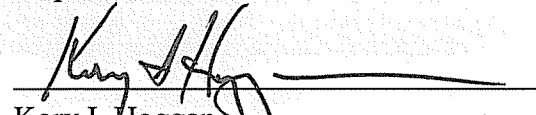
Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

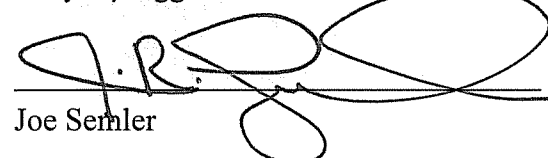
### **Adoption of Bylaws**

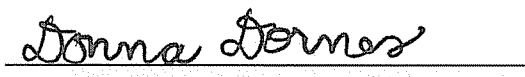
We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws as the bylaws of this corporation.

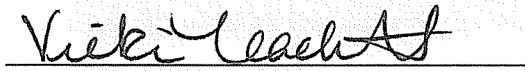
Dated: September 6, 2005

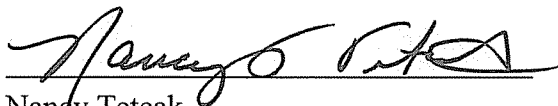
  
Stephen E. Izbicki

  
Kory I. Hoggan

  
Joe Semler

  
Donna Dornes

  
Vicki Teachout

  
Nancy Teteak