



THE EVERGREEN STATE VOLKSSPORT ASSOCIATION

BYLAWS

These Bylaws (referred to as the "Bylaws") govern the affairs of the Evergreen State Volkssport Association (referred to as "the ESVA" or "the Association"), a non-profit corporation under the provisions of the Washington Nonprofit Corporation Act (referred to as "the Act") and are established to implement the Articles of Incorporation of the Association and the Constitutions and Bylaws of the American Volkssport Association (AVA) and the International Federation of Popular Sports (IVV).

ARTICLE I

OFFICES

1.01 Principal Office. The principal office of the Association shall be located at such location as the Board of Directors (referred to as "the Board") may determine from time to time.

1.02 Registered Office and Registered Agent. The Association shall comply with the requirements of the Act and maintain a registered office and registered agent in the State of Washington. The registered office may, but need not, be identical with the Association's principal office. The Board may change the registered office and the registered agent as provided by the Act.

ARTICLE II

MEMBERSHIP

2.01 Member Clubs. A member club is any volkssport club located in the State of Washington which has been chartered by the AVA and is "in good standing." A member club shall be considered in good standing if it has no outstanding debts, obligations, or liabilities to the AVA or ESVA.

2.02 Dues and Fees. The Board may establish dues for membership in the Association or such other fees as are in conformance with IVV and AVA policies and procedures.

ARTICLE III

BOARD OF DIRECTORS

3.01 General Powers. The business and affairs of the Association shall be managed by the Board.

3.02 Duties. The duties of the Board shall include:

- (a) Performing the duties of the governing body of this Association as prescribed by state law, the Constitution and Bylaws of the IVV and AVA, and the Articles of Incorporation, Bylaws, and Standing Rules of this Association;
- (b) Reviewing the actions of the Executive Committee and Standing and Special Committees;
- (c) Reviewing and approving the annual budget of the Association and the treasurer's reports;
- (d) Reporting the activities of the Association, the IVV, and the AVA to member clubs; and
- (e) Electing the officers and Area Coordinators of the Association.

3.03 Composition. The Board shall be composed of the elected officers of the Association, Area Coordinators, and a representative from each member club which is in good standing.

(a) Officers. The officers shall be a President, Vice President, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board and shall serve on the Board as non-voting members.

(b) Area Coordinators. The Executive Committee shall establish at least five (5), but not more than seven (7), geographical areas within the State of Washington and shall determine the boundaries of each area. Each area shall be represented by one Area Coordinator. No decrease in the number of Area Coordinators shall have the effect of shortening the term of any incumbent Area Coordinator. The election of a new Area Coordinator resulting from any increase in the number of Area Coordinators shall be held at the next annual meeting of the Association.

(c) Club Representatives. Each member club shall be entitled to elect or appoint one voting representative to the Board. Each member club is also entitled to elect or appoint an alternate representative, who shall have no vote on the Board unless the club's representative is not present.

3.04 Qualifications.

(a) Officers. Officers must be members in good standing of a member club of the Association.

(b) Area Coordinators. Area coordinators must be members in good standing of a club within the geographical area they are elected to represent.

(c) Club Representatives and Alternates. Club representatives and alternates must be members in good standing of the clubs they represent. The President or Secretary of a member club shall advise the ESVA Secretary in writing, which includes email, of its representative's and alternate's election or appointment to the Board. If a club representative or alternate is elected as an officer or Area Coordinator or is replaced by another person, the member club for which that person is a representative or alternate may elect or appoint a new club representative or alternate and advise in writing, which includes email, the new representative or alternate's election or appointment. In the absence of the club representative and alternate, a club officer may represent the club

(d) Other. No member of the Executive Committee may hold more than one position on the Executive Committee at one time.

(e) Good Standing. A person who is considered "not in good standing" with the ESVA shall not be eligible to be an elected officer. A person "not in good standing" is defined as an individual with a debt, obligation, or liability that has been delinquent if it has not been settled within thirty (30) days of the date it was due to either ESVA or a member club.

3.05 Election Procedures.

(a) Nominations.

(1) Officers and Area Coordinators. Nominations for officers and Area Coordinators shall be made by a Nominating Committee. The Committee shall report its candidates at the Annual Meeting at which an election is scheduled. Nominations for officers and Area Coordinators may also be made from the floor, provided consent has been obtained from the nominee.

(2) Club Representatives. Each member club shall adopt its own procedures for the election or appointment of its representative and alternate.

(b) Elections.

(1) Officers and Area Coordinators. Officers and Area Coordinators shall be elected at the annual meeting of the Board in even-numbered years. When there are multiple candidates for an office, the election shall be by written ballot. The affirmative vote of a majority of the member clubs present shall be required for election. The area coordinators shall be elected by the representatives of the member clubs they represent.

(2) Club Representatives. Club representatives and alternates shall be elected or appointed by the clubs they represent.

3.06 Terms of Office. Officers and Area Coordinators shall hold office for a term of two (2) years, commencing the first day of July following the annual meeting at which he/she was elected and shall serve until his/her successor has been elected and qualified unless he/she sooner resigns or is removed from office. The President and Vice President may not be elected to the same office for more than two (2) consecutive terms. The Secretary, Treasurer, and Area Coordinators may serve for as many terms as they are elected.

3.07 Removal of Officers and Area Coordinators. Any elected or appointed officer or Area Coordinator may be removed from office whenever the best interest of the Association would be served thereby. A meeting of the Executive Committee to consider the removal of an officer or Area Coordinator may be called and notice given following the procedures provided in these Bylaws. The notice of the meeting shall state that the issue of possible removal of the officer or Area Coordinator will be on the agenda and the alleged cause for removal. The officer or Area Coordinator shall have the right to present evidence at the meeting as to why he/she should not be removed, and he/she shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Association shall consider possible arrangements for resolving the problems that are in the mutual interest of the Association and the officer or Area Coordinator. The Executive Committee shall make a recommendation to the Board concerning the removal of an officer or Area Coordinator at a regular meeting or special meeting of the Board. The notice of the board meeting shall state that the issue of possible removal of the officer or Area Coordinator will be on the agenda and the alleged cause for removal. Removal shall require the affirmative vote of two-thirds (2/3) of the member clubs voting in person or by proxy.

3.08 Vacancies. Any vacancy created by the death, resignation, removal, disqualification, or otherwise of an officer or Area Coordinator shall be filled at the next regular meeting of the Association in the manner specified in Paragraph 3.05(b) above, except that a vacancy in the office of President shall be filled by the Vice President, who shall hold office for the unexpired term of the President. The officer or Area Coordinator elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor in office. A person elected to fill a vacancy in any other office or as Area Coordinator shall hold office for the unexpired term of his/her predecessor in office and may serve only one additional term in the same position, except for the offices of Secretary, Treasurer, and Area Coordinator. If a club representative or alternate is elected as an officer or Area Coordinator or is replaced by another person, the member club for which that person is a representative or alternate may elect or appoint a new club representative or alternate.

3.09 Duties of Officers and Area Coordinators.

(a) President. The President shall:

- (1)** Be the chief executive officer of the Association;
- (2)** Preside over all Executive Committee and board meetings;
- (3)** Coordinate the work of the officers and committees and serve as an ex-officio member of all committees except the Nominating Committee;
- (4)** Act as a representative of the Association at meetings of other organizations, although the President shall not make commitments in the name of the Association without the prior approval of the Board or the Executive Committee;

- (5) Perform all duties incident to the office of President and such other duties as may be prescribed by the Board or the Executive Committee; and
- (6) With the Secretary, prepare the agendas for board meetings.

(b) Vice President. When the President is absent, is unable to act, or refuses to act, the Vice President shall perform the duties of the President. When acting in place of the President, the Vice President shall have all the powers of and be subject to the restrictions upon the President. The Vice-President, along with the Executive Committee shall select and plan locations for the meetings of the organization. In addition, the Vice President shall perform such other duties as may be assigned by the President or prescribed by the Board or the Executive Committee.

(c) Secretary. The Secretary shall:

- (1) Keep the minutes of all executive committee and board meetings and distribute them in a timely fashion;
- (2) With the President, prepare and distribute an agenda prior to each board meeting;
- (3) Maintain a list of all member clubs and their representatives and alternates;
- (4) Handle correspondence of the Association as directed by the President; and
- (5) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or prescribed by the Board or the Executive Committee.

(d) Treasurer. If required by the Board and at the Association's expense, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall:

- (1) Have charge and custody of and be responsible for all funds of the Association;
- (2) Receive monies and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association;
- (3) Prepare a budget with the assistance of the Finance Committee and the Executive Committee for presentation to the Board at the annual meeting;
- (4) Prepare a Treasurer's report for each meeting of the Board;
- (5) Prepare year-end reports for submission to the Internal Revenue Service and the American Volkssport Association each year; and
- (6) Perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or prescribed by the Board or the Executive Committee.

(e) Area Coordinators. The Area Coordinators shall:

- (1) Serve as coordinator for their geographical area.
- (2) Maintain contact with clubs in that geographical area to ensure that club concerns are surfaced and presented to the ESVA Executive Committee and NW RD
- (3) Promote clubs working and planning together for Traditional Events and YR walks.
(suggest quarterly meetings with club officers all together)
- (4) Promote volkssporting and assist with the establishment of new clubs in their areas.
- (5) Assist with the coordination of any ESVA event held in their area;
- (6) Perform such duties as may be assigned by the President or prescribed by the Board or the Executive Committee.

(f) Immediate Past President. The Immediate Past President may serve as an advisor to the Executive Committee at the request of the President.

Meetings

4.01 Annual Meeting. The annual meeting of the Board shall be held during the second quarter of the calendar each year for the purpose of hearing reports of officers, clubs and committees and transacting such business as may come before the meeting.

4.02 Regular Meetings. The Board shall meet at least two times annually, once in each half of the year. The annual meeting may take the place of one of the regular meetings of the Association. Additional social events, Volkssport Events and training may be scheduled.

4.03 Special Meetings. Special meetings of the Board may be called by the President and shall be called upon the written request of any two members of the Board. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the members of the Board as required in the Bylaws.

4.04 Place of Meetings. The Vice-President, working with the executive committee and clubs, shall identify the times and places for the annual and regular meetings of the Association. The person or persons who call a special meeting of the Board may select the time and place for the meeting.

4.05 Notice of Meetings. Written notice of each meeting of the Board shall be mailed to each officer, Area Coordinator, and club representative at least thirty (30) days prior to the annual and regular meeting and at least fifteen (15) days prior to any special meeting of the Board. The notice shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Board at his/her address as it appears on the records of the Association with postage thereon prepaid. The notice shall state the place, day, and time of the meeting and, in the case of a special meeting, who called the meeting and the purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Association or by the person or persons calling the meeting.

4.06 Voting Rights. Each officer, Area Coordinator, and club representative shall be entitled to one vote on each matter submitted to a vote of the Board.

4.07 Proxies. Each member club entitled to vote may vote by proxy executed in writing or by email and submitted by the club president or secretary, provided the proxy is filed with the Secretary before the business of the meeting begins. No proxy shall be valid after the close of the meeting for which it is issued, unless otherwise provided in the proxy. Members of the Executive Committee may not vote by proxy.

4.08 Quorum. Representatives from one-third (1/3) of the member clubs, who attend the meeting in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Board. The representatives present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough representatives leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of representatives required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the representatives present may adjourn and reconvene the meeting one time without further notice.

4.09 Actions of Board. The vote of a majority of the representatives present and entitled to vote at a meeting at which a quorum is present shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or these Bylaws. Voting may be by ballot or voice, except that any election of officers and Area Coordinators shall be by written ballot.

4.10 Voting by Mail. The Executive Committee may authorize members of the Board to vote by mail, including email, on any matter that may be voted on by the Board except the election of officers and Area Coordinators.

ARTICLE V

EXECUTIVE COMMITTEE

5.01 Powers. The Executive Committee shall manage the affairs of the Association between the regular meetings of the Association.

5.02 Duties of Executive Committee Members. The duties of the Executive Committee shall include the following:

- (a) Reviewing the reports of the Standing and Special Committees and making recommendations to the Board;
- (b) Reviewing the annual budget of the Association and the treasurer's reports and making recommendations to the Board; and
- (c) Reporting the activities of the Association, the IVV, and the AVA to the Board.

Members of the Executive Committee shall exercise ordinary business judgment in managing the affairs of the Association and shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity, Executive Committee members shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all other instances, the Executive Committee shall not take any action that they should reasonably believe would be opposed to the Association's best interests or would be unlawful. A member of the Executive Committee shall not be liable if, in the exercise of ordinary care, the member acts in good faith, relying on written financial and legal statements provided by an accountant or attorney retained by the Association.

5.03 Composition. The Executive Committee shall be composed of the elected officers of the Association, and the Area Coordinators.

5.04 Regular Meetings. The Executive Committee shall meet prior to, but not necessarily on the same day as, the regular meetings of the Board. Executive Committee meetings will be held a minimum of 4 times per year.

5.05 Special Meetings. Special meetings of the Executive Committee may be called by the President and shall be called upon the written request of any two members of the Executive Committee. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the members of the Executive Committee as required in the Bylaws.

5.06 Place of Meetings. The Executive Committee shall establish the times and places for its regular meetings. The person or persons who call a special meeting of the Executive Committee may select the time and place for a special meeting. The meetings shall be held at the Association's office if the location of a meeting is not specified.

5.07 Notice of Meetings. Notice of each meeting of the Executive Committee shall be delivered to each member of the Executive Committee at least (30) thirty days prior to a regular meeting and at least (7) seven days prior to any special meeting. Notice may be given by US Mail or by electronic mail, and sent to the last address on record with the Secretary. The notice shall state the place, day, and time of the meeting and, in the case of a special meeting, who called the meeting and the purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Association or by the person or persons calling the meeting.

5.08 Voting Rights. Each member of the Executive Committee shall be entitled to one vote on each matter submitted to a vote of the Executive Committee.

5.09 Proxies. Members of the Executive Committee may not vote by proxy.

5.10 Quorum. A majority of the number of executive committee members then in office and entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

The members of the Executive Committee present and entitled to vote at a duly called or held meeting at which a quorum is present may continue to transact business even if enough persons leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of persons required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the persons present and entitled to vote may adjourn and reconvene the meeting one time without further notice.

5.11 Actions of Executive Committee. The Executive Committee shall try to act by consensus. However, the vote of the majority of executive committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Executive Committee unless the vote of a greater number is required by law or the Bylaws.

5.12 Voting by Mail. The Executive Committee may vote by mail or electronic mail on any matter that may be voted on by the Executive Committee.

ARTICLE VI

COMMITTEES

6.01 Authorization of Standing Committees. There shall be the following standing committees: Finance Committee, Nominating Committee, Publicity Committee, and Washington Challenge Committee.

6.02 Authority to Establish Special Committees. The President, with the advice and approval of the Executive Committee, may establish such special committees as may be deemed proper and necessary to fulfill the objectives and purposes of the Association, defining the activities and scope of authority of each committee by resolution. The establishment of a committee shall not relieve the Executive Committee, or any individual executive committee member, of any responsibility imposed by the Bylaws or otherwise imposed by law.

6.03 Appointment of Committees. The President shall, subject to the approval of the Executive Committee, appoint all committees except the Nominating Committee, which shall be elected by the Executive Committee no later than November 1st in the year preceding the election of officers and area coordinators. Such committees shall be directly responsible to the Board and shall serve at the pleasure of the Board. The President shall be a member ex-officio of all committees.

6.04 Term of Office. Each member of a committee shall serve on the committee to which he/she has been appointed until June 30 in an even-number year. However, the term of a committee member may terminate earlier if the committee is terminated, or if the person dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee shall be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

6.05 Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws.

ARTICLE VII

TRANSACTIONS OF THE ASSOCIATION

7.0 Contracts.

(a) The Board may authorize any officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of or on behalf of the Association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

(b) An Independent Contractor Agreement shall be signed between ESVA and any independent contractor providing an ongoing service to the ESVA. The terms of the Agreement will specify the amount and payment of fees for this service.

7.02 Deposits. All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories that the Executive Committee selects.

7.03 Gifts. The Executive Committee may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or any special purposes of the Association.

7.04 Prohibited Acts. As long as the Association is in existence, and except with the prior approval of the Executive Committee or the membership, a member club, officer, Area Coordinator, club representative, or committee member of the Association shall not:

(a) Do any act in violation of the Bylaws or a binding obligation of the Association.

(b) Do any act with the intention of harming the Association or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Association.

(d) Receive an improper personal benefit from the operation of the Association.

(e) Use the assets of the Association directly or indirectly, for any purpose other than carrying on the business of the Association.

(f) Wrongfully transfer or dispose of association property, including intangible property such as good will.

(g) Use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Association's business.

ARTICLE VIII

BOOKS AND RECORDS

8.01 Required Books and Records. The Association shall keep correct and complete books and records of accounts. The Association's books and records shall include:

(a) A file-endorsed copy of all documents filed with the Washington Secretary of State relating to the Association, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merger, Articles of Consolidation, and Statement of Change of Registered Office or Registered Agent;

(b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws;

(c) Minutes of the proceedings of the Board, Executive Committee, and committees having any of the authority of the Executive Committee;

(d) A list of the names and addresses of the officers, Area Coordinators, club representatives, and committee members of the Association;

(e) A financial statement showing the assets, liabilities, and net worth of the Association at the end of the three most recent fiscal years;

(f) A financial statement showing the income and expenses of the Association for the three most recent fiscal years;

(g) All rulings, letters, and other documents relating to the Association's federal, state, and local tax status; and

(h) The Association's federal, state, and local information or income tax returns for each of the Association's three most recent tax years.

8.02 Inspection and Copying. An officer of any member club, association officer, area coordinator, club representative, or committee member of the Association may inspect all books and records of the Association required to be kept by the Bylaws, provided he/she has a proper purpose related to his/her interest in the Association and submits a request in writing.

8.03 Independent Financial Reviews and Audits.

(a) An independent financial review of the Association's books shall be conducted annually and a report made to the Board. This review shall be conducted by an individual or committee appointed by the President with the approval of the Executive Committee.

(b) An independent financial review of the Association's books shall be conducted upon the death, resignation, removal or disqualification of a Treasurer.

(c) Any member club shall have a right to have an audit conducted of the Association's books. The club requesting the audit shall bear the expense of the audit unless the Executive Committee or Board votes to authorize payment of audit expenses.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X

INDEMNIFICATION

10.01 When Indemnification is Required, Permitted, and Prohibited.

(a) The Association shall indemnify an officer, Area Coordinator, club representative, committee member, employee, or agent of the Association who was, is, or may be named defendant or respondent in any proceeding as a result of his/her actions or omissions within the scope of his/her official capacity in the Association. For the purposes of this article, an agent includes one who is or was serving at the request of the Association as an officer, Area Coordinator, club representative, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trustee, employee benefit plan, or other enterprise. However, the Association shall indemnify a person only if he/she acted in good faith and reasonably believed that the conduct was in the Association's best interests. In case of a criminal proceeding, the person may be indemnified only if he/she had no reasonable cause to believe that the conduct was unlawful. The Association shall not indemnify a person who is found liable to the Association or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Association.

(c) The Association shall pay or reimburse expenses incurred by a club, officer, Area Coordinator, club representative, committee member, employee, or agent of the Association in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Association when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Association may indemnify a club, officer, Area Coordinator, club representative, committee member, employee, or agent of the Association to the extent permitted by law. However, the Association shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 10.01(a) above.

(e) Before the final disposition of a proceeding, the Association may pay indemnification expenses permitted by the Bylaws and authorized by the Association. However, the Association shall not pay indemnification expenses to a person before the final disposition of a proceeding if:

(1) The person is a named defendant or respondent in a proceeding brought by the Association or one or more members; or

(2) The person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Association may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

10.02 Procedures Relating to Indemnification Payments.

(a) Before the Association may pay any indemnification expenses (including attorney's fees), the Association shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 10.02(c) below. The Association may make these determinations and decisions by any one of the following procedures:

(1) Majority vote of a quorum consisting of members of the Board who, at the time of the vote, are not named defendants or respondents in the proceeding.

(2) If such a quorum cannot be obtained, by a majority vote of a committee of the Board designated to act in the matter by a majority vote of all board members, consisting of two or more board members who at the time of the vote are not named defendants or respondents in the proceeding.

(3) Determination by special legal counsel selected by the Board by vote as provided in paragraph 10.02(a)(1) or 10.02(a)(2), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all board members.

(4) Majority vote of members, excluding board members who are named defendants or respondents in the proceeding.

(b) The Association shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 10.02(a)(3), above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members or the Board that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Association shall pay indemnification expenses before final disposition of a proceeding only after the Association determines that the facts then known would not preclude indemnification and the Association receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 10.02(a), above. The person's written affirmation shall state that he/she has met the standard of conduct necessary under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Association if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

(d) Any indemnification or advance of expenses shall be reported in writing to the members of the Association. The report shall be made with or before the notice of the next regular meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE XI

NOTICES

11.01 Notice by Mail, Electronic Mail, Telegram, or FAX. Any notice required or permitted by the Bylaws to be given to a member club, officer, Area Coordinator, club representative, or member of a committee of the Association may be given by mail, electronic mail, telegram, or FAX. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the club or person at the address which appears on the records of the Association with postage prepaid. If given by electronic mail, a notice shall be deemed to be delivered when it is sent. If given by telegram or FAX, a notice shall be deemed to be delivered when accepted by the telegraph company or FAX machine and addressed to the club or person at the address as it appears on the records of the Association. A member club or person may change an address by giving written notice to the office of the Association.

11.02 Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Washington Non-profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

11.03 Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XII

SPECIAL PROCEDURES CONCERNING MEETINGS

12.01 Meeting by Telephone. The Board or the Executive Committee may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

12.02 Decision Without Meeting. Any decision required or permitted to be made at a meeting of the Board, Executive Committee, or any committee of the Association may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Association minute book and kept with the Association's records.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules in the current version of *Robert's Rules of Order Newly Revised* shall govern the ESVA in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order which the ESVA may adopt.

ARTICLE XIV

AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted only by a majority vote of the Board at an annual meeting at which a quorum is present. The notice of any annual meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE XV

MISCELLANEOUS PROVISIONS

15.01 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Washington. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

15.02 Legal Construction. If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

15.03 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

15.04 Form. Wherever the context requires, all singular words shall include the plural, and all plural words shall include the singular.

15.05 Seal. The Board may provide for a corporate seal.

15.06 Power of Attorney. A person may execute any instrument related to the Association by means of a power of attorney if an original executed copy of the power of attorney is provided to the Association to be kept with the association records.

15.07 Resolution of Disputes. In any dispute between officers, Area Coordinators, member clubs, members of clubs, or participants relating to the activities of the Association, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration only if the parties have met together with a mediator. This paragraph shall not apply to a dispute involving the Association as a party relating to the sanctioning, suspension, or expulsion of a club from the Association. The Board shall have the discretion to authorize the use of the Association's funds for mediation or arbitration of a dispute described in this paragraph.

15.08 Sanction, Suspension, or Expulsion. The Board may recommend to the AVA that the AVA impose reasonable sanctions on a member club, club member, or participant, or suspend or expel a member club, club member, or participant from the Association and its activities, for good cause. Good cause includes the default of an obligation to the Association to pay annual dues, if any, or to pay an outstanding debt, obligation, or liability to the Association, or a material and serious violation of the Association's Articles of Incorporation, Bylaws, or rules. The Board may delegate powers to a regular or ad hoc committee to conduct a hearing and make recommendations to the Board or to the AVA. The Board or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a member club, club member, or participant without giving the member club, club member, or participant adequate notice and an opportunity to be heard. If the AVA has prepared any directions concerning the handling of disciplinary matters, the Board shall follow those instructions. The Board or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion shall prepare a report to the AVA if a majority of the members of the Board or committee believe that disciplinary action is appropriate. Copies of all documents, briefs, pictures, or other evidence furnished in mitigation or defense shall be included in the report.

15.09 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the member clubs, officers, Area Coordinators, committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the Bylaws

ARTICLE XVI

DISSOLUTION OF THE ORGANIZATION

16.01 Dissolution. Dissolution of ESVA shall be by the affirmative vote of the majority of Board members present at a special meeting called for the specific purpose of dissolving ESVA.

16.02 Liquidation. Upon dissolution of ESVA, the ESVA Board shall instruct the Treasurer to pay or make provisions to pay all of the liabilities of ESVA. The Board will also determine by majority vote where any remaining assets are to be transferred. Such assets are to remain in the State of Washington and are to be transferred to and for the benefit of Washington Volkssport clubs. The amount and nature of the assets, and the clubs to which they are transferred, will be determined by majority vote of the Board, with the advice of the Treasurer.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Evergreen State Volkssport Association and that the foregoing Bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted at a meeting of the members held on June 16, 1984 and amended at a meeting of the members on May 6, 1995, May 2, 1998, April 1, 2006, April 6, 2008, May 3, 2014 and June 4, 2016

Adopted by the Board this 6th day of April, 2008.

Signed: *Carolyn A. Warhol*
Secretary

Revised by the Board this 3rd day of May, 2014.

Signed: *Bonnie Tucker*
Secretary

Revised by the Board this 4th day of June 2016.

Signed: *Bonnie Tucker*
Secretary