

**BYLAWS OF THE
MARYMOOR VELODROME ASSOCIATION**

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ARTICLE I

Offices

The principal office of the corporation for business purposes and the registered office of the corporation for legal purposes shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors.

ARTICLE II

Members

The corporation shall have one class of members. Members shall be only individual persons who contribute the annual membership fee determined for a particular year by the corporation's Board of Directors. All membership fees and qualifications shall be determined by the Board of Directors on an annual basis. Each member shall be entitled to one vote on all matters submitted to a vote of the corporation's members. Memberships shall not be transferable.

ARTICLE III

Meeting of Members

3.1 Meeting Place. All meetings of the members shall be held at the business office of the corporation, or at such other place as shall be determined from time to time by the Board of Directors and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

3.2 Annual Meeting Time. The annual meeting of the members for the transaction of such business shall be held at a time determined by the Board of Directors; no more than fifteen (15) months shall pass between consecutive annual membership meetings.

3.3 Annual Meeting—Order of Business. At the annual meeting of members, the order of business shall be as follows:

- (a) Calling the meeting to order
- (b) Proof of notice of meeting (or filing of waiver)
- (c) Reading of minutes of last annual meeting
- (d) Reports of officers
- (e) Reports of committees
- (f) Miscellaneous business

3.4 Special Meetings. Special meetings of the members for any purpose may be called at any time by the President or Board of Directors.

3.5 Notice.

(a) Notice of the time and place of the annual meeting of members and of regular meetings other than the annual meeting shall be given by delivering personally, by email, or by mailing a written or printed notice of the same, at least seven (7) days, and not more than fifty (50) days, prior to the meeting.

(b) Notice of regular meetings other than annual meetings shall be made by providing the members with the adopted schedule of regular meetings at any time, but no less than seven (7) days before a regular meeting.

(c) Notice of special meetings shall be given at least seven (7) days and not more than fifty (50) days prior to the meeting, with a written or printed notice of such special meeting of members, stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered personally, or mailed.

3.6 Waiver of Notice. A waiver of notice required to be given any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

3.7 Voting. A member may vote (a) in person, (b) by proxy executed in writing by such member or such member's duly authorized attorney-in-fact. The Board of Directors shall set standards and requirements for proxy voting by members. No proxy shall be valid after three (3) months from the date it is executed, unless otherwise provided in the proxy.

3.8 Quorum. One-quarter (1/4) of the members entitled to vote who are represented at a meeting in person or by proxy shall be necessary and sufficient to constitute a quorum for the transaction of business including the repeal of board actions or removal of directors. The act of the majority of the members present at a meeting at which a quorum is present shall be an act of the members of the corporation, except for repeal of changes to the bylaws made by the board of directors, in which case two-thirds of a quorum is required.

ARTICLE IV

Board of Directors

4.1 Number and Powers. The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of no less than seven (7) persons. Directors must be members. Directors shall hold office for a period of two (2) years. Directors shall be elected on staggered two year terms with half (or the nearest round number) elected in one year and the remainder in the next. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members of the corporation.

4.2 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws by a vote of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director.

4.3 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

4.4 Election. Election of new board of director members to fill expiring term members and interim directors must occur annually no later than October 15th. The current boards of directors, including expiring and interim directors are eligible to vote. A vote of a majority of the board quorum is required to vote in new directors.

4.5 Removal. A vote of two-thirds of the board quorum is required to vote the removal of an existing board member.

4.6 Regular Meetings. The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors held, with proper notice, not less frequently than once each calendar quarter. Regular meetings of the Board of Directors may be held at the principal business office of the corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate.

4.7 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be held at the principal business office of the corporation or at such other place or places as the directors may from time to time designate. Such notice shall specify the business to be transacted at the meeting and only that business shall be conducted at such a special meeting.

4.8 Notice. Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 4.4) shall be given to each director by at least seven (7) days' prior service of the same by telegram, by letter, by email, or personally.

4.9 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. 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. Directors may participate and vote by telephone and such presence shall

contribute to a quorum. Directors may not vote by proxy nor vote in absentia. In the case of a tie vote the President will break the tie.

4.10 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

4.11 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless such dissent is noted in the meeting minutes, or unless the director files a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.12 Executive and Other Committees. The Board of Directors may appoint from time to time standing or temporary committees consisting each of no fewer than one director and as many members as are deemed appropriate by the Board. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

4.13 Remuneration. No salary shall be paid to directors for conducting the business of the board, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board. Members of special or standing committees may be allowed like compensation for attending committee meetings.

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

4.15 Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof: may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

ARTICLE V

Officers

5.1 Designations. The Board may designate and appoint such officers of the corporation as it shall deem appropriate, but at a minimum the corporation shall have a President and Secretary. All officers shall be elected for terms of one year by the Board of Directors. Such officers shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of President and Secretary. The President, Vice President, Secretary and Treasurer must be chosen from those persons comprising the Board of Directors.

5.2 President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

5.3 Vice President. During the absence or disability of the President, the Vice President, if one is chosen by the Board, shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors. There may be more than one Vice President if deemed necessary by the Board of Directors.

5.4 Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings of the members and the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings shall have charge of the seal and corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors.

5.5 Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall

perform such other duties as are incident to the office or are properly required by the Board of Directors. The Treasurer role is limited to two consecutive terms.

5.6 Executive Director. The Board may select an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Executive Director may have full authority for direction of the employees of the corporation, if so authorized by the Board. The Executive Director, if selected, may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors shall determine. The Executive Director shall not be a member of the Board.

5.7 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.

5.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

5.9 Other Officers. The Board of Directors may appoint such other officers of [or?] agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

5.10 Loans. No loan shall be made by the corporation to any officer.

5.11 Term--Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed

5.12 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI **Depositories**

The monies of the corporation shall be deposited in the name of the corporation in such bank of banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VII

Notices

Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE VIII

Indemnification

The corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law or by the Articles of Incorporation. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership; joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its meetings; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE XI

Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation by a majority of the full Board; provided, that such action by the Board may be repealed by a vote of two-thirds of all members entitled to vote on a date of record determined by the Board.