

**BYLAWS
OF
EASTSIDE TRAVELING LEAGUE**

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time. The corporation will have a registered agent on file with the Secretary of the State of Washington. All required annual filings will be completed by the registered agent. If the registered agent changes, proper notice, and filings will be accomplished in a timely manner.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws. The corporation shall have members meeting the definition of “members” in RCW 24.03A.010(45). Typically, members will be the President or Director of their respective feeder organization. Membership documentation will be maintained by the league officers.

2.2 Qualifications for Membership

In order to qualify for membership, a member shall be defined as a boys or girls high school basketball feeder organization participating in the KINGCO athletic conference. Each member program must let the commissioner know by September 30th who their designated representative will be. The league representative will have voting powers as a member of ETL, 1 vote for girls, 1 vote for boys, and 2 votes if the league representative represents both boys and girls. All feeder teams located in the KINGCO basketball leagues will be considered for membership. Additional members may be elected to membership by the recommendation of the Board and a majority vote of the members. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws. Membership is required to hold a Board position.

2.3 Duration of Membership

Membership shall persist as long as members field at least one team in the league season. Failure to comply will result in an inactive status in regards to league standing. Inactive status prohibits members from voting in league matters. Members must confirm their intent to participate by September 30th of each league season. Members can be removed with or without cause by the recommendation of the Board and a two-thirds majority member vote.

2.3 Voting Rights

2.3.1 Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue. Members may designate a representative to act on their behalf with advance notice to the Secretary.

2.3.2 Each member entitled to vote at an election of Directors, Officers or other positions may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote. Members may designate a representative to act on their behalf with advance notice to the Secretary.

2.4 Annual Meeting

The annual meeting of the members shall be held in September or October of each year at a time established by the Board for the purpose of electing Directors, approval of annual operating budget and transacting such other business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.5 Special Meetings

The Commissioner, the Board, or not less than 1/3 of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

2.6 Place of Meetings

All meetings of members shall be held in person or virtually as designated by the Board or by members in good standing calling for a special meeting as defined within these by-laws. Members of the corporation may participate in a meeting of members by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.7 Notice of Meetings

The Commissioner deliver to each member program entitled to notice of or to vote at the meeting, by mail, or by electronic transmission, not less than five nor more than fifty days before the meeting, notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 5 of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than five nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient;

or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

2.8 Quorum

One-half of the members of the corporation entitled to vote, represented in person or virtually, shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.9 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person [or by proxy] at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

2.10 Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members. For purposes of these Bylaws, “executed” means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity.

ARTICLE 3. EXECUTIVE BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number and Qualifications

The Executive Board of Directors of the corporation shall be a Board President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3.3 Qualifications

Directors shall be members of the corporation and their respective feeder organizations will be current and participating in league games. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Election of Directors

3.4.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

3.4.2 Successor Directors

Successor Directors shall be elected each year at the annual meeting of members.

3.5 Term of Office

Unless a Director dies, resigns or is removed, they shall hold office for a term of not more than 3 years or until their successor is elected, whichever is later. Terms of Directors shall be staggered to the maximum extent possible.

3.6 President

The President shall, subject to the Board's control, supervise and oversee all of the assets, business and affairs of the corporation, including the Commissioner or other outsourced operations. The President shall preside over meetings of the members and the Board. The President may sign contracts or other legally binding instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned by the Board from time to time. The President can delegate duties to the Commissioner as appropriate.

3.7 Vice Presidents

In the event of the death of the President or their inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign contracts or other legally binding instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

3.8 Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records direct contact information of each member program representative to the league r; and (e) in general 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 the Board.

3.9 Treasurer

The Treasurer shall have charge, custody of, and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; deposit or ensure the deposit of all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board. The Treasurer is responsible for maintaining operational procedures to ensure corporation funds are protected from theft, fraud and to maintain the long-term and short-term financial health of the corporation to the best of their ability.

3.10 Other Positions

Additional Board positions can be identified and approved by the members. These positions may include ETL Representative, League Agent and League Standards. Roles and responsibilities for these positions will be identified in the Corporation's operating standards and instructions and addition of positions will be determined by the Board.

3.11 Annual Meeting

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

3.12 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.13 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.14 Meetings by Telephone or Virtual Means

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.15 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.16 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than five days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

3.17 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.18 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.19 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention 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.

3.20 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

For purposes of this Section 3.20 only, "each director entitled to vote" does not include an "interested director" who abstains in writing from providing consent, where:

- (a) The Board has determined that:
 - (i) The corporation is entering into the transaction for its own benefit; and
 - (ii) The transaction is fair and reasonable to the corporation when it enters into the transaction or the noninterested directors determine in good faith after reasonable investigation that the corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and
- (b) Such determination is included in the written consent or in other records of the corporation.

3.21 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.22 Removal

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors [represented in person] at a meeting of members at which a quorum is present.

At a meeting of the Board, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

3.23 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.24 Board and Advisory Committees

3.24.1 Board Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.24.2 Advisory Committees

The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other members or other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

3.24.3 Quorum; Manner of Acting

A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.24.4 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.24.5 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.25 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation. No loans shall be given to Directors.

ARTICLE 4. EXECUTIVE OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be a Commissioner, League Scheduler, and a Treasurer, each of whom shall be selected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. The Treasurer may elect to serve on the Board prior to the beginning of the term.

4.2 Commissioner

The Commissioner is responsible for the day to day operations of the corporation. Duties include planning, executing and administering league policies and procedures. The Commissioner will work with the Treasurer to establish an annual and long-term budget and financial plan. The Commissioner will ensure corporate controls, best practices and compliance are fulfilled. The Commissioner will attend to any other league matters requested of by the Board or required to execute the corporate mission.

4.3 League Scheduler

The League Scheduler is responsible for creating the game schedule for the member programs. Duties include managing gym space availability, handling program requests, reacting to in-season changes, posting and updating the schedule for members as well as planning and executing the end of season tournaments.

4.4 Treasurer

If the Treasurer is to act as an officer, roles and duties will be in accordance with section 3.

4.5 Election and Term of Office

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.6 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not

specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.7 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. A majority Board vote is required for removal.

4.8 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

5.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

5.3 Compensation

No compensation will be allowed for members or directors for discharging their duties in the corporation. Executive officers will receive compensation at the discretion of the board. Compensation packages will be clearly defined and approved by the board.

5.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, Treasurer, or agent of the Corporation and in such manner as is from time to time determined by resolution of the Board.

5.4 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

5.5 Accounting Year

The accounting year of the corporation shall be the twelve months ending in August.

5.6 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Members in office at any meeting of the Board.

The foregoing Bylaws were adopted by the Board of Directors by the vote of a majority of the Directors in office at a meeting of the Board held on August 5th, 2023.

Secretary