

**BYLAWS
OF
BOEING EMPLOYEES' TENNIS CLUB**

ARTICLE 1. OFFICES

The principal office of the corporation (the "Club") shall be located at the principal place of business, which initially shall be 6727 S 199th Place, Kent, Washington 98032. The corporation may have such offices, either within or without the State of Washington, as the Board of Directors ("Board") may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERS

2.1 Membership

Membership in the Club is open to the following without regard to race, color, sex, age, religion, national origin, status as a disabled or Vietnam era veteran, or the presence of a disability.

2.1.1 Share Members

(a) Employees and retirees of The Boeing Company.

- Spouse and eligible dependent children (as defined by the IRS) and domestic partners of Boeing employees and retirees, as defined by The Boeing Company.
- Spouses of deceased members may retain Share membership upon petition to and approval by the Board of Directors.
- A member on active layoff status from The Boeing Company shall be entitled to retain his or her membership through the current calendar year and for further time as may be required for refund of his or her membership share accordance with paragraph 2.1.5 of the Bylaws and so long as current dues as specified by the Club and user fees are fully paid.

(b) Government, customer, contract, and vendor personnel assigned full time to support The Boeing Company subject to the Boeing Employees Recreation Council approval.

2.1.2 Non Share Members

Certain limitations may be imposed by The Boeing Company on participation for other than Boeing Company employees based on available staff, facilities and budgets.

2.1.3 Active Members

An active member shall be any person who:

- (a) is eligible to be a member of the Club;
- (b) has completed an application for membership and whose application for membership has been accepted;
- (c) has paid the initial membership fee (if any) or is paying this fee on a Club authorized payment plan and;

(d) has paid all membership dues.

Active members shall be fully qualified to participate in the affairs of the Club. So long as they observe the rules and procedures from time to time adopted by the Board, active members, their spouses and dependents as defined by the member's IRS return, shall be entitled to full use of the facilities and all privileges determined by Club policies and procedures.

2.1.4 Inactive Members

Any member who fails to pay dues shall be considered an inactive member. Inactive members may not vote, participate in the affairs of the Club, have the right to use the tennis facility, or enjoy any of the privileges granted to active members by Club policies and procedures.

2.1.5 Limitation on Transfer of Membership; Repurchase of Membership by the Club

Memberships may not be sold or transferred. Upon termination of membership, the initial membership fee may be refunded if at that time the total Share membership exceeds 400.

If the total Share membership is 400 or less, such member shall receive the refund once the Club Share membership exceeds 400 and all prior refund requests have been honored. The member and the Club may agree on a repurchase amount less than his or her original membership fee, with the concurrence of the Board.

2.2 Share Membership Certificates

2.2.1 Issuance of Certificates

When authorized by the Board, and which authorization shall include the consideration to be received for each Share membership, the Club shall issue Share Membership Certificates. All Share member certificates shall be consecutively numbered or otherwise identified.

2.2.2 Validation of and Inscription on Certificates

Certificates representing Share membership in the Club and the member's capital contribution shall be signed by the President or the Vice President and by the Secretary or an Assistant Secretary and shall include on their face written notice of any restrictions which the Board may impose on the transferability of such membership.

The name and address of the person to whom the membership represented thereby is issued, together with the number of the certificate and date of issue, shall be entered on the membership register of the Club which is described in Section 2.3.7 and Article 6. The person in whose name the Share membership stands on the books of the Club shall be deemed by the Club to be the owner thereof for all purposes.

2.2.3 Restriction on Transfer

All certificates representing Share membership in the Club shall bear the following legend:

"The Share membership evidenced by this certificate may not be sold or otherwise transferred to any person except the Boeing Employees Tennis Club in accordance with these Bylaws and the terms and conditions set forth in the Rules and Regulations of the Boeing Employees Tennis Club adopted on October 19, 1975, and as amended from time to time."

2.2.4 Replacement of Share Membership Certificates

In the case of a lost, destroyed or mutilated certificate, a new certificate may be issued upon request to and approval by The Board.

2.3 Meetings

2.3.1 Annual Meeting

The annual meeting of members for the transaction of such business as may properly come before the membership shall be held in conjunction with the annual Board meeting and be held in January.

2.3.2 Special Meetings

Special meetings of the membership for any purpose may be called at any time by the President, the Board, or by fifteen percent (15%), of the membership entitled to vote.

2.3.3 Place of Meeting

All meetings shall be held at the principal office of the corporation or at such other place in the State of Washington designated by the Board.

2.3.4 Notice of Meeting

The President, the Board, or Share member calling an annual or special meeting of members as provided for herein, shall cause to be delivered to each Share member entitled to vote at the meeting either personally or by mail, not less than ten nor more than fifty days before the meeting, written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

2.3.5 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Washington Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.3.6 Voting by Ballot

Any amendment to these Bylaws or to the Articles of Incorporation, or any other matter may be submitted to the active Share members for vote by mail-in ballot, without having a meeting for such purposes.

2.3.7 List of Members

The corporation shall keep at its registered office a register of the names and addresses of its members by membership class. Such list may be inspected by any members, or his or her agent or attorney, for any proper purpose at any reasonable time.

2.3.8 Quorum

Fifteen percent (15%), of the Share membership then entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members or for the purposes of a vote taken by mail-in ballot without a meeting.

2.3.9 Manner of Acting

If a quorum is present, or represented, the affirmative vote of the majority of the active Share members represented at the meeting or voting by mail-in ballot without a meeting shall be the act of the active Share members, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or by the Washington Nonprofit Corporation Act.

2.3.10 Proxies

An active Share member may vote by proxy executed in writing by the Share member or his attorney-in-fact. Such proxy shall be filed with the Secretary of the Board before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy shall be invalid after eleven months from the date of its execution.

2.3.11 Voting

Each active Share member is entitled to one vote upon each matter submitted to a vote at a meeting of the members.

2.3.12 Rules of Procedure

The rules of procedure at meetings of the membership of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The business and affairs of the corporation shall be managed by the Board. Without limiting the generality of the foregoing, the Board may:

- (a) establish, modify and enforce the Club policies and procedures;
- (b) approve nominations for committee chairpersons;
- (c) approve nominations for Facility Manager;
- (d) maintain a position description of the duties and responsibilities of the Facility Manager;
- (e) approve the Facility Manager's employment contract;
- (f) set all membership fees, dues and rate schedules for income and approve expenditures;
- (g) adopt rules and regulations for the operation of the Club not inconsistent with these Bylaws;
- (h) ensure that the club's finances are maintained in good order;
- (i) provide and maintain the facilities for the purposes for which this corporation was formed and;
- (j) approve financial reports as required by the State of Washington and The Boeing Company.

3.2 Election of Directors

3.2.1 Number, Tenure, and Qualification

The Board shall be composed of seven directors elected for the two year terms, provided that no Director shall serve on the Board for longer than two full consecutive terms, not to exceed a total of

five years when filling a vacancy pursuant to paragraph 3.10, without an intervening absence from the board of at least two years. Three directors shall be elected each odd year and four directors elected each even year. Directors must be active Share members employed by or retired from the Boeing Company, or their spouses and residing in the State of Washington.

3.2.2 Nomination

The President of the Board of Directors shall appoint a Nominations Committee in August or September of each year to select a slate of qualified candidates for the Board of Directors. All members shall be notified of the nominating procedure.

3.2.3 Voting for Directors

Directors shall be elected by mail-in ballot. The Board shall cause written notice of the nominations and qualifications of the candidates for Board vacancies to be delivered to each member entitled to vote together with a ballot. Such notice and ballot shall be delivered to the active Share members not less than ten nor more than fifty days prior to the date of the annual meeting of members. Each active Share member may cast votes for as many candidates as there are vacancies to be filled pursuant to paragraph 3.2.1. There shall be no cumulative voting. At each election the persons receiving the greatest number of votes shall be the Directors, except that at least four members of the Board of Directors must be employed by the Boeing Company. The Treasurer must be an employee of the Boeing Company. In the event that Boeing employees must be elected to meet the aforementioned requirements, then such number of Boeing employees, as required, receiving the greatest number of votes shall be Directors, regardless of the number of votes received by any candidate who is not a Boeing employee.

3.2.4 Counting of Ballots

The Nominations Committee shall supervise and validate the counting of ballots and the Chairperson shall announce the slate of officers at the Annual Meeting. A tally of votes received by each candidate will be provided to the President from the nominations chairperson and may be used to fill vacancies as they occur.

3.2.5 Transfer of Duties and Responsibilities

The new and old Board of Directors shall meet jointly at the annual Board meeting to execute transfer of records and to exchange information pertaining to the offices. All duties and responsibilities of the offices shall transfer to the new Board member at the conclusion of this meeting.

3.3 Annual and Regular Meetings

An annual Board meeting shall be held in conjunction with the annual meeting of members in January. Regular meetings shall be held as determined by the Board from time to time. By resolution, the Board may provide the time and place for holding regular meetings without other notice than such resolution.

3.4 Open Meetings

All annual and regular meetings of the Board shall be open to members.

3.5 Special Meetings

Special Board meetings may be called by or at the request of the President or any two Directors. 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 meeting called by them.

3.6 Notice of Special Meetings

Written notice of each special Board meeting shall be made to each Director or confirmed by telephone at least two days before the meeting.

3.7 Waiver of Notice

3.7.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the Washington Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

3.7.2 By Attendance

The attendance of a Director at a 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.

3.8 Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting. Proxies shall not be used to form a quorum.

3.9 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 the Washington Nonprofit Corporation Act.

3.10 Vacancies

Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board for a term of office continuing only until the next election of Directors by the members.

3.11 Removal

One or more members of the Board (including the entire Board) may be removed, with or without cause, by a vote of a majority of the active Share members present or represented by proxy at a special meeting called for such purpose; provided, however, that the affirmative vote of no less than fifteen percent (15%), of all active Share members of the Club shall be required to remove any Directors pursuant to this paragraph. The vacancy in the Board caused by such removal may be filled by majority vote of the active Share members present or represented by proxy at that meeting.

3.12 Presumption of Assent

A Director of the Club 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 dissent is entered in the minutes of the meeting, or unless he files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or unless he forwards such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

3.13 Committees

3.13.1 Appointments

The Board may from time to time appoint standing or temporary committees from its own number and may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Board and by applicable law.

3.13.2 Limitations

Any standing committee shall have and exercise such authority of the Board in the management of the Club as may be specified in the resolution creating such committee, provided that no such committee shall have the authority of the Board in reference to:

- (a) electing, appointing or removing any member of any such committee or any officer of the Club;
- (b) adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage or other dispositions of all or substantially all of the property and assets of the Club authorizing the voluntary dissolution of the corporation or revoking proceedings of the Club;
- (c) amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee.

3.13.3 Recording Minutes

All committees so appointed shall present a written report to the board when requested. The designation of any such committee and the delegation of authority thereto shall not relieve the Board, or any member thereof, of any responsibility imposed by law.

3.14 Compensation

No salaries shall be paid to Directors except that the monthly, quarterly or annual membership dues of Directors shall be waived.

3.15 Action by Directors Without a Meeting

Any action required or permitted to be taken at a meeting of the Board or of any committee appointed by the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed before such action by each of the Directors or by each committee member. Any such written consent shall be inserted in the minutes book as if it were the minutes of a Board committee meeting.

ARTICLE 4. OFFICERS

4.1 Numbers

The officers of the Club shall be a President, a Vice President, a Secretary and a Treasurer. Assistant officers, as may be deemed necessary, may be elected or appointed by the Board.

4.2 Elections, Term of Office and Qualifications

The officers of the Club shall be elected annually by the Board from its own members at the Annual Board meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting may be conveniently held. Unless he or she dies, resigns, or is removed, each officer shall hold office until the next annual meeting of the Board or until his or her successor is elected. Pursuant to paragraph 3.2.3 the President, Vice President, Treasurer, and Secretary must be active Boeing employees.

4.3 Vacancies

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

4.4 President

The President:

- (a) shall be the principal executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the Club;
- (b) shall, when present, preside over all meetings of the members and over all Board meetings.
- (c) shall attend all required meetings of the Boeing Employees Recreation Council or appoint a delegate to do so;
- (d) may sign deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, 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 Club, or are required by law to be otherwise signed or executed by some other officer, or in some other manner;
- (e) shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

4.5 Vice President

In the absence of the President or in event of his death, inability or refusal to act, the Vice President shall:

- (a) perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President;
- (b) have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments;
- (c) perform such other duties as from time to time may be assigned by the President or by the Board.

4.6 Secretary

The Secretary shall:

- (a) keep the minutes of meetings of the members and the Board.
- (b) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized;

- (d) keep or cause to be kept a register of the post office address of each member furnished to the Secretary by each member;
- (e) keep or cause to be kept monthly membership reports for submission to the Board;
- (f) maintain or cause to be maintained a historical file of all Club correspondence;
- (g) when necessary or desirable, sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contract, or other instruments; and;
- (h) 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 by the Board.

In the absence of the Secretary, an Assistant Secretary may be appointed by the Board to perform the duties of the Secretary.

4.7 Treasurer

The Treasurer shall, if required by the Board:

- (a) give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine;
- (b) have charge and custody of and be responsible for all funds and securities of the Club;
- (c) receive and give receipts for moneys due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. These functions may be performed by club personnel under the supervision of the Treasurer.
- (d) be responsible for preparation of financial reports as required by the Board, the State of Washington and The Boeing Company. These reports may be prepared by club personnel under the supervision of the Treasurer;
- (e) when necessary or desirable, sign with the President or the Board, deeds, mortgages, bonds, contracts or other instruments; 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 by the President or by the Board.

In the absence of the Treasurer, an Assistant Treasurer may be appointed by the Board to perform the duties of the Treasurer.

4.8 Salaries

No salaries shall be paid to officers.

ARTICLE 5. CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.1 Contracts

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the Club. Such authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the Club 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. No loans shall be contracted by the Club secured by its shares.

5.3 Loans to Officers and Directors

No loans shall be made by the Club to its officers or Directors.

5.4 Checks, Drafts, Etc.

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

5.5 Deposits

All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board may select.

ARTICLE 6. BOOKS AND RECORDS

The Club shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board; and shall keep at its registered office or principal place of business a record of its members, giving the names and addresses of all members.

ARTICLE 7. FISCAL YEAR

The fiscal year of the Club shall be the calendar year.

ARTICLE 8. SEAL

The seal of the corporation shall consist of the name of the Club, the state of its incorporation and the year of its incorporation.

ARTICLE 9. INDEMNIFICATION

To the full extent permitted by the Washington Nonprofit Corporation Act, the Club shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Club or otherwise) by reason of the fact that he is or was a Director or officer of the Club, or is or was serving at the request of the Club as a Director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Club has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.