

BYLAWS
OF
KNIGHT ATHLETIC BOOSTER ASSOCIATION

ARTICLE I

Registered Office and Registered Agent

1. Registered Office; Registered Agent. The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. A registered agent so appointed shall consent to appointment in writing and such consent shall be filed with the Secretary of State of the State of Washington.

2. Change of Address. If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of the Corporation by notifying the Corporation in writing of the change and signing, either manually or in facsimile, and delivering to the Secretary of State for filing a statement of such change, as required by law.

3. Change of Agent. The Corporation may change its registered agent at any time upon the filing of an appropriate notice with the Secretary of State, with the written consent of the new registered agent either included in or attached to such notice.

ARTICLE II

Members' Meetings

1. Meeting Place. All meetings of the members shall be held, pursuant to proper notice as set forth in Article II Section 5 of these Bylaws, at the principal office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors.

2. Annual Meeting Time. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year on such date and at such hour as may be determined by resolution of the Board of Directors from time to time. In the absence of such determination, the annual meeting shall be held each year on the second Monday in September at the hour of 6:00 p.m. if not a legal holiday, and if a holiday, then on the next business day following, at the same hour.

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

- (a) Call 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) Election of directors.
- (g) Other business.

4. Regular Meetings. Regular meetings of the members shall be held monthly during the academic year on such dates as are determined by the Board of Directors. Regular members' meetings shall be held at the Corporation's principal office or at such other place as shall be specified by the Board of Directors.

5. Special Meetings. Special meetings of the members for any purpose may be called at any time by the President or the Board of Directors. Special members' meetings shall be held at the Corporation's principal office or at such other place as shall be identified in the notice of such meeting.

6. Notice.

(a) Except as provided in subsection (d) hereunder, notice of the date, time and place of the annual meeting of members shall be given by delivering personally or by mailing a written or printed notice of the same, not less than two (2) days, and not more than sixty (60) days, prior to the meeting to each member of record entitled to vote at such meeting.

(b) Except as provided in subsection (d) hereunder, notice of the date, time and place of the regular meetings of members shall be given by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member.

(c) Except as provided in subsection (d) hereunder, written or printed notice of each special meeting of members shall be given not less than ten (10) days and not more than sixty (60) days prior to the meeting. Such notice shall state the date, time and place of such meeting, and the purpose or purposes for which the meeting is called, and shall be delivered personally, or mailed to each member of record entitled to vote at such meeting.

(d) Notice of a members' meeting at which the members will be called to act on an amendment to the articles of incorporation, a plan of merger or share exchange, a

proposed sale of assets other than in the regular course of business or the dissolution of the Corporation shall be given not less than twenty (20) days and not more than sixty (60) days before the meeting date.

7. Quorum. Except as otherwise required by law, a quorum at any annual or special meeting of members shall consist of members representing, either in person or by proxy, a majority of the votes entitled to be cast on the matter by each voting group.

8. Voting.

(a) Except as otherwise provided in the Articles of Incorporation and subject to the provisions of the laws of the State of Washington, each member is entitled to one vote on each matter voted on at a members' meeting.

(b) If a quorum exists, action on a matter, other than the election of directors, is approved by the members if votes cast by members favoring the action exceed the votes cast by members opposing the action, unless the question is one which by express provision of law, of the Articles of Incorporation or of these Bylaws a greater number of affirmative votes is required.

(c) Unless otherwise provided in the Articles of Incorporation, in any election of directors the candidates elected are those receiving the largest numbers of votes cast by the members entitled to vote in the election, up to the number of directors to be elected.

9. Proxies. A member may vote either in person or by appointing a proxy by signing an appointment form, either personally or by the member's attorney-in-fact or agent. An appointment of a proxy is effective when received by the person authorized to tabulate votes for the Corporation. An appointment of a proxy is valid for eleven months unless a longer period is expressly provided in the appointment form.

10. Action by Members Without a Meeting. Subject to the provisions of the laws of the State of Washington, any action required or which may be taken at a meeting of members of the Corporation may be taken without a meeting by the members holding of record or otherwise entitled to vote in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by the members voting on the action, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Action taken in accordance with this section shall be effective when all written consents have been delivered to the Corporation, unless the consent specifies a later effective date, and any applicable statutory notice provisions have been satisfied.

11. Waiver of Notice. A written waiver of any notice required to be given to 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 deemed the giving of such notice by the Corporation, provided that such waiver has been delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A member's attendance at a meeting waives any notice required, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

12. Action of Members by Communications Equipment. Members may participate in any meeting of members by any means of communication by which all persons participating in the meeting can hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE III

Members

1. Determination by Board of Directors. The Board of Directors shall have the power and authority to determine who shall become a member of the Corporation, and to determine the consideration, if any, that shall be paid by members. Unless otherwise provided by law, the rights and obligations of members are identical whether or not their membership interests are represented by certificates.

2. Certificates. The Board of Directors may, but is not required to, issue certificates to members evidencing their membership in the Corporation. Such certificates shall be in a form designated by the Board of Directors.

3. Transfers. Transfers of memberships shall be made only with the prior written consent of the Board of Directors.

ARTICLE IV

Board of Directors

1. Powers. The management of all the affairs, property and interests of the Corporation shall be vested in a Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and by the Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws or as directed or required to be exercised or done by the members.

2. General Standards for Directors.

(a) A director shall discharge the duties of a director, including duties as a member of a committee:

(i) in good faith;

(ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the director reasonably believes to be in the best interests of the Corporation.

3. Number and Term. The Board of Directors shall consist of not less than one (1) and no more than (7) persons. The initial number of directors shall be five (5). Directors shall be elected by the members at each annual members' meeting to hold office until the next annual meeting of the members and until their respective successors are elected and qualified. Directors need not be members or residents of the State of Washington.

4. Change of Number. The number of directors may at any time be increased or decreased by resolution of either the members or directors at any annual, special or regular meeting; provided, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director, except as provided in Sections 6 and 7 of this Article IV.

5. 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 in office though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office until the next members' meeting at which directors are elected and until his or her successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the members and until his or her successor is elected and qualified.

6. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

7. Removal of Directors. At a special meeting of members called expressly for that purpose, the entire Board of Directors, or any member thereof, may be removed, with or without cause, by a vote of the holders of a majority of shares then entitled to vote at an election of such directors. A director or directors may be removed only if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. The notice of

such special meeting must state that the purpose, or one of the purposes, of the meeting is removal of the director or directors, as the case may be.

8. Regular Meetings. Regular meetings of the Board of Directors or any committee may be held without notice at the principal place of business of the Corporation or at such other place or places, either within or without the State of Washington, as the Board of Directors or such committee, as the case may be, may from time to time designate. The annual meeting of the Board of Directors shall be held without notice immediately after adjournment of the annual meeting of members.

9. Special Meetings.

(a) Special meetings of the Board of Directors may be called at any time by the President or by any director, to be held at the principal place of business of the Corporation or at such other place or places as the Board of Directors or the person or persons calling such meeting may from time to time designate. Notice of all special meetings of the Board of Directors, stating the date, time and place thereof, shall be given at least two (2) days prior to the date of the meeting, in accordance with the provisions set forth in Article VIII of these Bylaws. Such notice need not specify the business to be transacted at, or the purpose of, the meeting.

(b) Special meetings of any committee of the Board of Directors may be called at any time by such person or persons and with such notice as shall be specified for such committee by the Board of Directors, or in the absence of such specification, in the manner and with the notice required for special meetings of the Board of Directors.

10. Waiver of Notice. A director may waive any notice required by law, by the Articles of Incorporation or by these Bylaws before or after the time stated for the meeting, and such waiver shall be equivalent to the giving of such notice. Such waiver must be in writing, signed by the director entitled to such notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting shall constitute a waiver of any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

11. Quorum. A majority of the full Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

12. Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken is deemed to have assented to such action unless:

(a) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to the holding of, or transaction of business at, the meeting;

(b) the director's dissent or abstention from the action is entered in the minutes if the meeting; or

(c) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation within a reasonable time after adjournment of the meeting. The right to dissent or abstain is not available to a director who voted in favor of the action taken.

13. Action by Directors Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Directors, or of a committee thereof, may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents setting forth the action taken, signed by each of the directors, or by each of the members of the committee, as the case may be, either before or after the action taken, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records.

(b) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a later effective date.

14. Participation by Means of Communications Equipment. Any or all directors may participate in a regular or special meeting of the Board of Directors (or of a committee thereof) by, or may conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting.

15. Committees.

(a) The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may create one or more committees of directors ("Board Committees"). Each Board Committee must have two or more members who serve at the pleasure of the Board of Directors. To the extent specified by the Board of Directors, each Board Committee may exercise the authority of the Board of Directors, except that no Board Committee shall have the authority to:

(i) authorize or approve a distribution except according to a general formula or method prescribed by the Board of Directors;

- (ii) approve or propose to members action that by law is required to be approved by members;
 - (iii) fill vacancies on the Board of Directors or any Board Committee;
 - (iv) amend the Articles of Incorporation;
 - (v) adopt, amend or repeal these Bylaws;
 - (vi) approve a plan of merger not requiring member approval;
- or
- (vii) authorize or approve the acceptance of new members, or determine the designation and relative rights, preferences and limitations of a class or series of members..

(b) The creation of, delegation of authority to or action by a Board Committee does not alone constitute compliance by a director with the standards of conduct required by the Washington Nonprofit Corporation Act and these Bylaws.

16. Remuneration. Directors shall not be paid for their service on the Board of Directors.

ARTICLE V

Officers

1. Designations. The officers of the Corporation shall be a President, a President-Elect, a Secretary, a Treasurer, a Club Coordinator and, at the discretion of the Board of Directors, one or more additional officers. The Board of Directors shall appoint all officers. Any two or more offices may be held by the same individual.

The Board of Directors, in its discretion, may elect a Chairperson from among its members to serve as Chairperson of the Board of Directors, who, when present, shall preside at all meetings of the Board of Directors and the members, and who shall have such other powers as the Board of Directors may determine.

2. Appointment and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. Each officer shall hold office until a successor shall have been appointed and qualified, or until such officer's earlier death, resignation or removal.

3. Powers and Duties. If the Board of Directors appoints persons to fill the following positions, such officers shall have the power and duties set forth below:

(a) The President. The President of the Corporation shall be the Chief Executive Officer of the Corporation and, subject to the direction and control of the Board of Directors, shall have general control and management of the business affairs and policies of the Corporation. The President shall act as liaison from and as spokesman for the Board of Directors. The President shall participate in long-range planning for the Corporation and shall be available to the other officers of the Corporation for consultation. The President shall possess power to sign all certificates, contracts and other instruments of the Corporation. Unless a Chairman of the Board of Directors has been appointed and is present, the President shall preside at all meetings of the members and of the Board of Directors. The President shall perform all such other duties as are incident to the office of President or are properly required by the Board of Directors.

(b) President-Elect. During the absence or disability of the President, the President-Elect shall exercise all the functions of the President. The President-Elect shall have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

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

(d) The Treasurer. The Treasurer shall have the custody of all moneys 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 or receipts for such disbursements, and shall render to the Board of Directors from time to time as may be required an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties incident to his or her office or that are properly required of him or her by the Board of Directors.

4. Standards of Conduct for Officers.

(a) An officer with discretionary authority shall discharge such officer's duties under that authority:

(i) in good faith;

(ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and

(iii) in a manner the officer reasonably believes to be in the best interests of the Corporation.

5. Delegation. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in such officer's place, 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 other person whom it may in its sole discretion select.

6. 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 of Directors.

7. Other Officers. The Board of Directors, or a duly appointed officer to whom such authority has been delegated by Board resolution, may appoint such other officers and 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.

8. Resignation. An officer may resign at any time by delivering notice to the Corporation. Such notice shall be effective when delivered unless the notice specifies a later effective date. Any such resignation shall not affect the Corporation's contract rights, if any, with the officer.

9. Removal. Any officer 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.

10. Salaries. Officers of the Corporation shall serve without pay.

ARTICLE VI

Clubs

1. Clubs. The Board of Directors may from time to time designate clubs representing the interests of different athletic or other programs ("Clubs"). Members of each Club need not be members of the Board of Directors. Any member of a Club may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation shall be served by such removal.

2. Rules. Each Club may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

3. Parent Representative. One member of each Club shall be appointed by the Club to serve as the parent representative of that Club. The parent representative must be a member of the Corporation.

4. Fund Raising. Each Club may undertake its own fundraising activities, and all money raised in such activities shall be used for whatever purposes are deemed appropriate by the Club. Notwithstanding the foregoing, individual gifts, donations, contributions or bequests in excess of \$1,000 shall be reported to the Corporation and the Board of Directors shall determine the appropriate uses of such funds, taking into consideration (i) the intentions of the contributor and the desires of the Club on the one hand and (ii) any applicable legal or regulatory requirements or guidelines on the other hand.

ARTICLE VII

Acceptance of Contributions; Finances

1. Gifts, Bequests or Devises. Subject to any applicable law or regulation, the Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation, and provide for the disbursement of such gift, bequest or devise in accordance with the instructions of the testator or donor.

2. Investment Policy; Distributions. Unless otherwise provided by the terms of any gift, bequest or devise, the Board of Directors in acquiring, investing, reinvesting, exchanging, retaining, selling, distributing and managing money or other property belonging to the Corporation, shall exercise reasonable judgment and care under the circumstances then prevailing. Within the limitations of the foregoing standard, the Board of Directors shall have the authority to distribute money and other property of the Corporation to Clubs or otherwise as it deems appropriate in its sole discretion.

3. Contracts. The Board of Directors of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation approved in accordance with these Bylaws, and such authority may be general or confined to specific instances.

4. Checks, Drafts and Indebtedness. 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, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors of Directors. In the absence of such determination by the Board of Directors of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the President-Elect of the Corporation.

5. Deposits. All monies of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, credit unions or other depositories as the Board of Directors of Directors may select.

6. Safekeeping. All deeds, leases, title papers, contracts, insurance policies, securities and evidences of ownership of property of the Corporation shall be kept under such safekeeping or custodial arrangements as the Board of Directors of Directors shall from time to time select and designate.

7. Fiscal Year. The fiscal year of the Corporation shall be from July 1 to June 30 of each year.

ARTICLE VIII

Notices

Except as may otherwise be required by law, any notice to any member or director must be in writing and may be transmitted by: mail, private carrier or personal delivery; telegraph or teletype; or telephone, wire or wireless equipment which transmits a facsimile of the notice. Written notice by the Corporation to its members shall be deemed effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the member's address shown in the Corporation's current record of members. Except as set forth in the previous sentence, written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage, prepaid and correctly addressed; (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and receipt is signed by or on behalf of the addressee; or (iv) if sent to a member's address, telephone number, or other number appearing on the records of the Corporation, when dispatched by telegraph, teletype or facsimile equipment.

ARTICLE IX

Books and Records

The Corporation shall maintain appropriate accounting records and shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or the Board of Directors without a meeting and a record of all actions taken by a committee of the Board of Directors. In addition, the Corporation 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 members, giving the names and addresses of all members in alphabetical order by class of shares showing the number and class of the shares held by each. Any books, records and minutes may be in written form or any other form capable of being converted into written form within a reasonable time.

The Corporation shall keep a copy of the following records at its principal office:

1. The Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
2. The Bylaws or Restated Bylaws and all amendments thereto currently in effect;
3. The minutes of all members' meetings, and records of all actions taken by members without a meeting, for the past three years;
4. Its financial statements for the past three years, including balance sheets showing in reasonable detail the financial condition of the Corporation as of the close of each fiscal year, and an income statement showing the results of its operations during each fiscal year prepared on the basis of generally accepted accounting principles or, if not, prepared on a basis explained therein;
5. All written communications to members generally within the past three years;
6. A list of the names and business addresses of its current directors and officers; and
7. Its most recent annual report delivered to the Secretary of State of Washington.

ARTICLE X

Seal

The Corporation may adopt a corporate seal which seal shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors.

ARTICLE XI

Amendments

1. By Members. These Bylaws may be amended or repealed by the members in the manner set forth in Article II Section 9 of these Bylaws at any regular or special meeting of the members.

2. By Directors. The Board of Directors shall have power to amend or repeal the Bylaws of, or adopt new bylaws for, the Corporation. However, any such Bylaws, or any alteration, amendment or repeal of the Bylaws, may be subsequently changed or repealed by the majority of the members entitled to vote at any members' meeting.

3. Emergency Bylaws. The Board of Directors may adopt emergency Bylaws, subject to repeal or change by action of the members, which shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States, any state of emergency declared by the federal government or any subdivision thereof, or any other catastrophic event.

Adopted by resolution of the Corporation's Directors on _____, 2003.