

BYLAWS
OF THE
WASHINGTON D.C. GAELS GAA, INC.

(formed under the District of Columbia
Nonprofit Corporation Act)

As created on January 22, 2007
And amended December 9, 2007

ARTICLE I

Offices/Registered Agent

Section 1.01 - Location. The Washington D.C. Gaels GAA, Inc. ("Organization") shall have and maintain continuously in the District of Columbia a registered office at such place as may be designated by the board of directors ("Board"). The initial registered office shall be located at 1776 K Street, NW, Washington, DC 20006. The Organization may maintain additional offices at such other places within or without the District of Columbia as the Board may designate.

Section 1.02 - Registered Agent. The Organization shall have and maintain continuously in the District of Columbia a registered agent. The registered agent shall be Jody H. Schwarz, Esquire, who shall be located at the registered office.

ARTICLE II

Members

Section 2.01 - Classes of Members; Qualifications. The Organization shall consist of the following classes of members and such additional classes as the Board may designate by resolution. All classes of members of the Organization shall be elected by the Board.

a. Full (Ordinary) Member – shall be to all persons of 18 years of age and over who subscribe to and undertake to further the aims and objects of the Organization and Cumann Lúthchleas Gael. A Full Member shall be registered with the North American County Board ("NACB") Registrar. They shall have full voting rights and participate in the management or control of the Organization provided that they have paid the required yearly dues in full. Full Members who fail to pay full membership dues shall not be registered with the NACB Registrar.

b. Honorary Member - shall be open to all persons who have rendered exceptional service to the Organization or to the games and/or activities of the corporation. They may be elected for life or for any defined period but unless otherwise stated in the minute made on the occasion of their election to membership shall terminate at the close of the current year but may be renewed by the Board from year to year. Honorary members shall have all the privileges of Full

Members except in the management or control of the Organization and they shall not be obliged to pay dues.

c. Temporary (Social) Member - shall be open to all persons actively involved in such additional activities as may be promoted by the Organization. They may be admitted for periods not exceeding twelve months after being duly elected. They shall not be entitled to vote or engage in the management or control of the Organization.

d. Youth Member - shall be open to all person under 18 years of age. They shall not be entitled to vote or to engage in the management or control of the Organization.

Section 2.02 - Application for Membership - The person seeking admission as a member of any class other than honorary shall complete and sign a prescribed application form, which must be returned to the Organization Secretary. The application for membership must be proposed and seconded by two paid-up Registered Full Members.

a. The name and address of such person proposed as a member of the Organization, together with the names of those proposing and seconding him/her, shall be displayed in a conspicuous place in the club premises for at least two weeks before election.

b. The Board shall inform the applicant of its decision. A new member on election shall, on payment of the membership dues, be given a membership card.

c. At the discretion of the Board, the foregoing procedure as set forth in Section 2.02(a) and (b) need not apply in cases other than the election of Full Members.

Section 2.03 - Term of Membership. The term of any membership shall be for a period of not less than one year, unless a member is designated as a lifetime Honorary Member. A member joining the Organization after January 1st will be a member for the remainder of the calendar year joined and such membership will not extend beyond that calendar year.

a. Suspension and Expulsion - The Board shall have the power to expel or suspend from Organization activities any member of the Organization whose actions are, in the opinion of the Board, prejudicial to the interests of the Organization. Such persons, if Registered Full Members, shall have the right to appeal to a Special General Meeting as provided in these Bylaws. Unless the offense is brought to the notice of the NACB by the Organization and that body, having considered the merits of the case and having regard to the rights of the player or member, imposes a suspension, the player or member continues to be a legal member of the Organization and is merely suspended from Organization activities.

Section 2.03 - Dues. The annual dues of members other than Honorary members shall be decided by the Annual General Meeting, dues are payable in advance on January 1st.

a. The annual membership dues fee shall be \$50 for individual members and \$65 for family members.

b. Family membership shall cover parents and their children who are under 18 years of age.

c. Player registration fee shall be \$25 for each player to register on any or all Organization teams. Registered players must be Organization members.

d. All registered players shall be full paid members and shall sign an Organization waiver form before being permitted to participate in any team training or games.

e. Any member other than Honorary member whose annual dues are not paid prior to two weeks before April 30th in any calendar year shall cease to be a member on that date and shall not be eligible to participate in the games of any section of the Organization or to partake in any of the privileges attached to membership.

f. A late fee for re-installment of membership shall be imposed after the April 30th deadline for payment of regular membership fee(s). The late fee shall be \$10 in addition to the regular membership fee(s).

g. The Board shall have the power to grant Temporary (Social) membership, under such terms as it shall think fit, to any person whose membership shall have lapsed under By-Law Section 2.03(e).

ARTICLE III

Board of Directors

Section 3.01 - Power of Board. The business and affairs of the Organization shall be under the management of the Board and it shall be the controlling body of the Organization. The Board shall administer the business affairs of the Organization and the property under its control in accordance with the aims and objectives specified in the Bylaws and shall have all such administrative powers as may be necessary for properly carrying out the aims and objectives of the Organization.

Section 3.02 - Number of Directors; Eligibility. The Board shall be comprised of the Chairman, Vice-Chairman, Treasurer, Secretary, Registrar and at least five Registered Full Members (at least two of whom shall be under 21 years and over 18 years on the date of the Annual General Meeting). The number of directors further may be increased or decreased from time to time by amending these Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Only Registered Full Members in good standing with the Organization shall be eligible for election to the Board.

Section 3.03 - Election and Term of Directors. The Board shall be elected by the Registered Full Members present, entitled to vote and voting at the Annual General Meeting and nominations to serve on the Board shall be by any two-such Registered Full Members. The Board shall hold office for a period of one year or until the following Annual General Meeting, whichever is sooner.

Section 3.04 - Vacancies or Newly Created Memberships. Except as otherwise provided in this section, prior to the Annual General Meeting, any vacancy occurring on the Board for any reason and any directorship to be filled by reason of an increase in the number of directors may be filled from the Registered Full Members by a majority of the directors then in office though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor and until his/her successor is elected and qualified. The service of any member on the Board chosen to fill a casual vacancy shall not be reckoned in calculating the seniority of such member if subsequently elected to serve on the Board.

Section 3.05 - Removal of Directors. A director may be removed from office with cause by a majority of votes cast at a meeting of the Registered Full Members at which a quorum is present. A director also may be removed with cause at any time by action of the Board, provided that such action is taken at a Board meeting called expressly for that purpose.

Section 3.06 - Resignation of Directors. Except as otherwise required by law, any director may resign at any time by giving written notice to the Board, the Chairman or Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

a. Absence from Meetings – Any member of the Board who shall have absented himself from three consecutive meetings without reasonable explanation, shall be deemed to have resigned from the Board.

Section 3.07 - Quorum of and Action by the Board. Four Board members shall constitute a quorum at a meeting for the Board. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board.

Section 3.08 - Meetings of the Board. The Board shall meet at least once each quarter and four shall constitute a quorum at a meeting for the Board.

a. Presiding Over Meeting – The Chairman shall preside over all meetings of the Board; in his/her absence, the Vice-Chairman shall preside. If both the Chairman and Vice-Chairman are absent, the Board may elect a member present to preside over the meeting.

b. Special Meetings – A special meeting for the Board may be called (i) by the Secretary, or (ii) by the Secretary within three days of the receipt of him/her of a requisition, duly signed by four members of the Board. Such notice shall set out the purpose for which the special meeting is required.

Section 3.09 - Waivers of Notice. A director's attendance at any meeting shall constitute waiver of notice of such meeting, except attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not called or convened lawfully.

Section 3.10 - Informal Action by Directors; Meetings by Conference Telephone. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to such action. The written consents shall be filed with the minutes of the Board proceedings. Any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.11 – Subcommittees. The Board shall have the sole right to appoint subcommittees as required. It shall define the duties of such subcommittees and retain control in all matters and activities that it considers of importance to the general welfare of the Organization, including the disposal of any funds in the hands of such subcommittees.

a. Subcommittee Chairman – The Board shall have the power to nominate the Chairman of such subcommittees.

b. Ex-Officio Members – The Organization Chairman, Vice-Chairman, Secretary and Treasurer of the Board shall be ex-officio members of all subcommittees.

Section 3.12 – Bylaws. Petitioning the Board. Each member shall have the right to be heard by the Board upon any complaint or representation sent by him/her in writing to the Secretary.

Section 3.13 - Compensation of Directors. The Organization shall not pay any compensation to directors for services rendered.

Section 3.14 - Agents and Employees. The Board by resolution may appoint agents and employees who shall have such authority and perform such duties as prescribed in such resolution. The Board may remove any agent or employee whenever in its judgment the best interest of the Organization will be served.

ARTICLE IV

General Meetings

Section 4.01 - Annual General Meeting. The Annual General Meeting of the Organization shall be held on the third Sunday in October of each year or before December 31 as arranged by the Board and at such place, within and without the District of Columbia, and time as determined by the members and provided for in the notice of the meeting.

a. Business at Annual General Meeting – The following business shall be transacted at the Annual General Meeting: (i) approval of minutes of previous Annual General Meeting; (ii) Annual Report submitted by the Secretary; (iii) Financial Statement submitted by Treasurer; (iv) election of officers and members of the Board; (v) notice of motion; and (vi) General Business. All motions and nominations must be presented to the Secretary not less than 14 days before the date of the Annual General Meeting.

Section 4.02 - Special Meetings. A Special General Meeting of the Organization shall be called by the Secretary within fourteen days, if directed by the Board or demanded in writing by not less than twelve Registered Full Members who in their requisition shall state the object of such meeting. No other business shall be transacted at that Special Meeting. A minimum fee of \$10 shall accompany the requisition by members calling for such meeting and this fee shall be forfeited to the funds of the Organization if the matter be considered frivolous by the majority of those present and voting.

Section 4.03 - Notice of General, Annual and Special Meetings. Not less than five days of final notice of all general, annual or special meetings shall be given by the Secretary to all Registered Full Members of the Organization.

Section 4.04 - Waivers of Notice. Whenever any notice is required to be given to any member, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The presence of any member at a meeting, in person, without objection to the lack of notice of such meeting, also shall waive notice by such member.

Section 4.05 - Place and Time of Meetings. Meetings of members may be held at such place, within or without the District of Columbia, and at such date and time as may be fixed in the notice of the meeting.

Section 4.06 - Quorum. Twelve Registered Full Members entitled to vote shall constitute a quorum at a General or Special Meeting of the Organization. The affirmative vote of a majority of the Voting Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting until a quorum is present.

Section 4.07 - Vote. All Registered Full Members who are over the age of eighteen on the 1st day of January preceding the Annual General Meeting and whose dues at the prescribed rate are not in arrears shall be eligible to vote at a General Meeting and voting shall be by a show of hands or by secret ballot at the discretion of such Registered Full Members. Each Registered Full Member shall have one vote. Voting on all matters may be conducted in person. Whenever any major policy action is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast at a meeting of members at which a quorum is present. New members who apply for membership at a General Meeting shall not be eligible to vote at the General Meeting where their application for membership is submitted.

Section 4.08 - Tie Vote. A Chairman of a general meeting, Board, or any subcommittee shall, in the event of a tie, have a casting vote in addition to his/her vote as a member.

Section 4.09 - Presiding Officer and Secretary. At any meeting of the members, if neither the Chairman or Vice-Chairman, nor a person designated by the Chairman or the Board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 4.10 - Informal Action by Members. Any action to 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 the Full Registered Members.

Section 4.11 - Rights. Membership privileges and rights shall be confined strictly to the member responsible for paying membership dues and shall not apply to any other company, affiliated subsidiary or parent.

Section 4.12 - Limitations. Members shall not sell, lend or otherwise divulge confidential information of the Organization (including but not limited to statistics, studies, reports and similar information) that the Organization does not make publicly available.

ARTICLE V

Miscellaneous

Section 5.01 - Year. The year for fiscal purposes, dues and budgets shall commence on the first day of January and end on the 31st day of December. The year for holding all offices shall commence on the third Sunday of October and end on the third Saturday of October.

Section 5.02 - Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Organization inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year the Organization was formed in the center, or shall be in such other form as may be approved by the Board.

Section 5.03 - Organization Colors. The colors of the Organization shall be Blue jerseys with Grey trim and Blue shorts.

Section 5.04 - Accounts, Disbursements, Contracts. The Board by resolution shall establish the Organization's bank accounts and depositories and determine who shall be authorized to disburse funds from such accounts and depositories (i.e., sign checks, drafts or other such instruments), sign acceptances, notes or other evidence of indebtedness, enter into contracts, or execute and deliver such other documents and instruments.

Section 5.05 - Retention of Books and Records. The Organization shall keep at its registered office: (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board, the members and any committee; and (3) a record of the names and addresses of the members. All books and records may be inspected by any Registered Full Member, or his agent or attorney, for any proper purpose at any reasonable time. Requests for information shall be made in writing and shall be submitted to the Secretary.

Section 5.06 - Annual Budget. An annual budget shall be presented at the Annual General Meeting for the coming year as an aid to plan for proposed expenses and other Organization activities.

Section 5.07 - Amendment of Articles and Bylaws. The Articles may be amended at an annual or special meeting by at least a two-thirds vote of the Registered Full Members, present in person, provided that due notice of the proposed amendment shall have been delivered, in person, by electronic mail ("e-mail") or by mail, to each Registered Full Member not less than 10 or more than 50 days before the date of the meeting and that same amendment does not conflict with the Rules of Cumann Lúthchleas Gael. If the meeting is an annual meeting, the proposed amendment shall be included in the notice of the annual meeting. Members proposing alterations or additions to the Articles must send notice of the proposed alterations or additions in writing to the Secretary not less than fourteen days before the Annual General Meeting, or may do so by calling a Special Meeting as provided for in the Bylaws. The Board may prepare bylaws for the proper control and management of the Organization, which shall be submitted for ratification to an Annual or Special General Meeting of the Organization. Alterations, deletions or additions to such bylaws may be made only at the following Annual General Meeting or at a Special General Meeting called for that purpose.

Section 5.08 – Cumman Lúthchleas Gael. The Organization's Articles and By-Law shall be read in conjunction with the general rules of Cumman Lúthchleas Gael contained in the official Guide as amended from time to time.

Section 5.09 – Interpretation of Bylaws. The Board shall be the sole authority for the interpretation of these Bylaws and of any regulations or resolutions made thereunder; and the decision of the Board upon any question of interpretation or upon any matter affecting the Organization and not provided for in these Bylaws or by the regulations or resolutions made thereunder shall be final and binding on the members subject to appeal to a General Meeting, and shall not under any circumstances be subject to appeal to any Court of Law.

Section 5.10 - Indemnification. Unless otherwise prohibited by law, the Board by resolution may indemnify any current or former director, officer, committee member, agent or employee against any and all expenses (including, but not limited to, counsel fees, costs and disbursements, judgments, fines, penalties and amounts paid as a settlement) and liabilities incurred or imposed in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, committee member, agent or employee; provided that there shall be no indemnification in relation to matters as to which he is adjudged to be guilty of a criminal offense or liable to the Organization for damages arising out of his own negligence or misconduct in the performance of a duty. The Organization may advance expenses to or, at its expense, undertake the defense of, any director, officer, committee member, agent or employee; provided further that such director, officer, committee member, agent or employee shall undertake to repay or reimburse such expense if it ultimately should be determined that he is not entitled to indemnification.

The foregoing indemnification provisions shall apply to claims, actions, suits or proceedings made or commenced after the adoption of these Bylaws, whether arising from acts or omissions occurring before or after adoption hereof.

Section 5.11 - Insurance. The Board by resolution may authorize the purchase and maintenance of insurance on behalf of any director, officer, committee member, agent or employee against any liability asserted against or incurred which arises out of such person's status as a director, officer, committee member, agent or employee or out of acts taken in such capacity, whether or not the Organization would have the power to indemnify the person against that liability under law; provided that the insurance coverage shall not apply if liability arises out of such individual's breach of its fiduciary duties or obligations to the Organization. The Board by resolution may authorize the purchase and maintenance of any additional insurance on behalf of any director, officer, committee member, agent or employee.

In no case, however, shall the Organization indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as hereafter may be amended ("the Code"). Further, if at any time the Organization is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

Section 5.12 - Loans to Directors and Officers. No loans shall be made by the Organization to its directors or officers. Any director voting for or assenting to the making of such a loan and any officer participating in the making of such a loan shall be jointly and severally liable to the Organization for the amount of the loan until the repayment thereof.

Section 5.12 - Severability. If any part of these Bylaws shall be found to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

Adopted by resolution of the Organization's Board of Directors on January 22, 2007.

A handwritten signature in blue ink, appearing to read "D. J. J. J.", is written over a light gray rectangular background.

Secretary

[END]