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Bylaws
Island County Washington



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**REVISED AND RESTATED
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ARTICLE I

Aims and Purposes; Financial Support and General Revenues

A. AIMS AND PURPOSES:

Consistent with the purposes of the Camano Country Club, a non-profit Washington Corporation, (hereinafter called the Corporation) as set forth in the Articles of Incorporation, as amended (hereinafter called Articles), the Corporation is committed to:

1. Always act without discrimination as to race, creed, ethnic origin, sex, and disability;
2. Manage, enhance, and maintain in the best interests of its membership all business and property, real and personal of whatever kind including improvements and appurtenances to which it holds title and right to possession, occupancy and use;
3. Support and further the protection, preservation, and betterment of the natural environment of its geographical area;
4. Promote the maintenance of a peaceful and serene residential community while encouraging cooperation and fellowship of all property owners and residents within and without the area; and
5. When practicable, provide facilities within the Corporation's geographical and included contiguous confines to further the physical and social well-being of its members and the community.

B. FINANCIAL SUPPORT AND GENERAL REVENUES:

1. Financial support of the Corporation and its commitments shall be by Board mandated corporate membership dues, fees, and member approved assessments called for and established in the manner provided by these Bylaws;
2. When consistent with retention of its non-profit status, the Corporation may from time to time engage in fund-raising activities and accept voluntary contributions of moneys, goods, and services. It shall not engage in regular commercial business for profit, such activity being prohibited by the Articles; and,
3. Unless otherwise prohibited by law, occasional special fund-raising activities such as bazaars, bake sales, raffles, meals, etc., dedicated solely for the operation, maintenance, and improvement of the Corporation and its sponsored division(s) need not be considered as "regular commercial business activity for profit."

C. MEMBERSHIP

1. Each principal owner of a parcel (lot) or parcels of real property within the "Premises" of the Camano Country Club platted additions and continuous areas as contained and delineated in the Island County recorded specified plats and instruments of record, including, but not limited to, current covenants (building and use restriction documentation) by virtue of such ownership is a

corporation member, whether active or inactive. In case of multiple persons sharing ownership interest, such persons may file a designation of principal owner with the Board Secretary. Absent such filing, the Secretary shall determine and designate the principal owner for corporate voting and financial accountability purposes. The Secretary shall give written notice to the respective multiple owners of such designation.

2. The Secretary shall cause a current general map of the Corporate parcels and "Premises" to be framed and wall mounted for viewing in the corporate business office. Corporation and Beach Facility memberships are more specifically detailed in Article IX, Section A, B, and C of these Bylaws.

**ARTICLE II
Board of Trustees**

A. MANAGEMENT AND CONTROL RESPONSIBILITY:

The business and property of the Corporation shall be managed and controlled by a Board of Trustees (hereinafter called the Board) which shall be responsible for exercising the powers of the Corporation. In its sole discretion, the Board may litigate and settle in its name on behalf of the Corporation matters it concluded affect the Corporation. Such action may not be taken on behalf of members involved in personal or other disputes, which the Board believes are not the responsibility of or chargeable to the Corporation. In the exercise of its management, control, and trusteeship, the Board may delegate authority, but not its responsibility. Unless directed, prohibited, or limited by law, the Articles and these Bylaws, the Board's broad power to govern and regulate is limited only by reasonable cost effectiveness.

B. BOARD NUMBER:

The Board shall consist of seven persons, each of whom must be a Corporation Voting Member in good standing and so remain during tenure in office.

C. TERMS; ELECTION; VACANCIES:

1. Terms: Terms of office shall be for two years. Members may be elected to succeed themselves. Current members' terms and positions of office are confirmed and each are extended to the September Board meeting following the respective June Business Meeting, which otherwise would have been the member's date of term expiration.

2. Elections:

a. Following adoption of these Bylaws, extended term expirations shall be filled by election at the June Business Meeting, with service to commence upon installation at the following September Board Meeting.

b. It is the intention that member terms shall overlap; thus, in alternate years, three and four members respectively shall be elected. To assure staggered terms, the Board may number the member positions with odd numbered being elected in odd numbered years and even numbered elected in even numbered years.

3. Vacancies: By appointment, the President, or successor, may temporarily fill any vacancies that occur by reason of resignation, disability, death, or other cause including removal from office. Such appointments shall run until the next June Business Meeting, at which meeting the remainder of the term will be filled in accordance with the elective process set forth in subparagraphs D and E of this Article.

D. NOMINATION: Not less than sixty (60) calendar days prior to the annual business meeting, a Board-appointed nominating committee shall nominate one or more Corporation Voting Members for each Board position to be filled, and shall submit such nominations to the Secretary in writing for dissemination to the Voting Membership. Any five or more Voting Members acting together in hoc may also nominate one or more Voting Member(s) for each position to be elected. In hoc nomination(s) must be submitted in writing to the Secretary not less than thirty (30) calendar days prior to the meeting for inclusion with the dissemination. Nominations shall not be accepted from the floor.

E. NOTICE OF NOMINATIONS AND VOTE: Not less than twenty (20) calendar days prior to the business meeting, the Secretary shall mail notice of nominations including a Board-approved form for an absentee ballot vote to the last known address of all Voting Members. Lack of current mailing address or inadvertent administrative mailing errors will not invalidate the vote if such errors or omissions constitute less than five percent (5%) of the then Corporation Voting Membership. Board members shall be elected by a simple aggregate majority vote of the Corporation Voting Membership in meeting and by absentee ballot. Such elections are to be solely by written ballot.

F. RECALL: Upon a three-fifths (60%) aggregate majority written ballot vote of the Voting Membership in meeting and by absentee ballot, a Board member may be recalled and thereupon removed from all office and Board position held. Recall proceedings may be initiated by the President, or successor, acting upon a majority approval of the Board, or by written petition signed by a minimum of five percent (5%) of the Voting Membership and filed with the Secretary. For recall purposes, the President or successor shall call a special Voting Membership meeting and direct the Secretary to give twenty (20) calendar days written notice of such meeting to include a summarized statement of reasons and a Board-approved absentee ballot vote form. Pending outcome of the membership vote, the subject member may, solely at the pleasure of the Board, retain and perform all powers and duties of the office. Should a recall be effected by the vote, all such powers and duties of the recalled member shall immediately be withdrawn and cease without notice.

ARTICLE III

Officers of the Corporation

A. ELECTION; TERMS: From among its members, the Board shall elect a President, Vice President, Secretary, and a Treasurer at its first meeting in September. During the September meeting, the President shall designate one Board member as liaison to the Beach Facility Committee, one as liaison to the Covenants Control Committee, and one as liaison to the Clubhouse Facility Committee. The President, Vice President, Secretary, and Treasurer shall hold office until the September meeting following adjournment of the next June Business Meeting, or until a successor to any such office is elected or appointed by the Board. During their respective terms, officers may be re-elected to succeed themselves.

B. DUTIES OF OFFICE:

1. **President:** The President shall generally preside at all meetings of the Corporate Membership and of the Board. He or she shall exercise Corporation executive control and shall be an ex-officio member of all facility standing committees. The President shall execute such contracts and other documents which require the signature of a Corporate officer. The President or successor shall only exercise a tie-breaking vote in standing committee meetings. He or she may appoint such temporary committees as the Board may deem necessary to conduct business and affairs of the Corporation. Such temporary committees shall serve at the pleasure of the President.

2. **Vice President:** The Vice President shall perform the duties of the President as successor during the President's absence or disability and shall exercise such executive duties as the President may delegate. Except in the event of incapacitating disability, the responsibility for such delegated duties remains with the President.

3. **Secretary:** The Secretary shall attend and take minutes of all meetings of the Membership and the Board. He or she shall issue all notices and give attestation as required and shall retain all Corporate records and documents (except treasurer account books). All other duties normal to an Office of Secretary shall be performed in keeping with a Board prepared job description. Duties of the Secretary may be delegated to assistant secretaries designated or hired by the Board. In the absence or disability of both the President and Vice President, the Secretary shall act as successor.

4. **Treasurer:** The Treasurer shall serve as the Financial Officer of the Corporation. He or she shall be responsible for establishing financial policy for the Corporation and its facilities. Under the direction of the Board, the disbursement of Corporate funds and securities shall rest with the Treasurer. At the Annual business meeting, he or she shall issue a full detailed statement of the financial condition of the Corporation to include operating and capital budgets for all its divisions. Duties of the Treasurer outlined in a Board prepared job description may be delegated to assistant treasurers designated or hired by the Board.

5. **Secretary-Treasurer:** When the positions of Secretary and Treasurer are not served by separate members, a Board-elected Secretary-Treasurer may exercise joint responsibilities and duties of the otherwise separate Secretary and Treasurer.

C. COMPENSATION: No Board member, standing committee member, or officer of the Corporation shall receive any salary or compensation from the Corporation except for out-of-pocket expenses and for services rendered for which the Corporation would otherwise be required to compensate and pay third persons.

D. PERSONAL LIABILITY-INDEMNIFICATION:

1. **Personal Liability:** So long as a Board member, officer, committee member of any Facility, voting member on assigned duty, and the Board's managing agent(s) has acted in good faith without willful or intentional misconduct upon the basis of such information as is then possessed by such persons, then he or she shall not be personally liable to any Corporation member of whatever division or any other person or entity including the Corporation for any damage, loss, or prejudice suffered or claimed on

account of any so-called omission, error, or negligence; provided, the exemptions from personal liability shall not apply where the consequences of any act, omission, error, and neglect are covered by insurance obtained by the Board.

2. Indemnification: Each Board member, officer, committee member of any facility, Corporation member on assigned duty, and the Board's managing agent(s) shall be indemnified by the Corporation against all expenses and liabilities (including attorney fees reasonably incurred or imposed) arising out of any proceedings to which he or she may be a party to or become involved by reason of holding or having held such a position; except to the extent that such expenses and pecuniary liabilities are covered by any type of insurance from any source or when the person has been adjudged guilty of willful misconduct or misfeasance in the performance of duty. In the event of a proceedings settlement, indemnification not covered by insurance shall only apply when the Board approves such settlement as being in the best interests of the Corporation and the community.

ARTICLE IV

Meetings of the Board; Quorum and Voting; Agendas; Rules and Regulations

A. MEETINGS: The Board shall meet regularly at least once each month at the Clubhouse at a time and place to be set by the President. Reasonable advance notice of Board meetings, regular and special, shall be posted on the Clubhouse bulletin board. Special meetings may be called by the President or by a majority of the Board members with at least forty-eight hours notice, oral or in writing, to the remaining Board members. All regular meetings of the Board shall be open to Corporate Voting Members. The minutes of a special meeting of the Board shall be read by the Secretary at the next regular meeting.

B. QUORUM AND VOTING: A majority of the elected current Board members shall constitute a quorum. The Board shall decide by majority vote of those members present in quorum; provided the President shall not vote except when necessary to break a tie vote, in which latter situation, the President or successor may cast the deciding vote or declare the issue tabled.

C. RULES AND REGULATIONS-SUSPENDED MEMBERSHIPS, REINSTATEMENTS:

1. On its own, the Board is empowered to adopt, amend, and rescind operating procedures, administrative rules and regulations, necessary or convenient for the management of the Corporation properties and facilities. Such procedures, rules, and regulations when promulgated shall be binding upon all Corporation members, invitees, licensees, guests, and any and all persons or entities claiming any interest, right, and privilege, legal or equitable, in or to the Corporation.

2. The Board may suspend a Corporation member (and anyone using the Corporation properties and facilities under the member's sponsorship) for cause arising out of willful or malicious misconduct, including flagrant or repeated violation of the Articles, these Bylaws and Board approved rules and regulations when done in or about the Corporation properties and facilities contrary to the welfare and best interests of the Corporation and the membership. The member's obligation to pay dues and fees will continue during such suspension. The Board may seek and recover monetary damages resulting from any such misconduct and violation.

3. The Board will provide written notice by hand or certified mail of the membership suspension such notice to include an appeal hearing date before the Board not less than fifteen (15) nor more than thirty (30) days from the date of hand delivery or mailing of suspension notice. The suspended member may appear before the Board with or without legal counsel. Action taken by the Board shall be by written ballot of a majority of the Board members present at the hearing.

4. In all cases of membership suspension the Board in individual situations may establish and, from time to time amend, requirements for removal of suspension or termination with or without monetary penalty or charges therefore in excess of any dues, fees or member approved assessment delinquencies.

ARTICLE V

Management Delegation; Operation and Maintenance Expenses; Budgets

A. MANAGEMENT DELEGATION; AGENTS, EMPLOYEES, COMPENSATION:

1. Agents-Employees: The Board may contract for one or more agents and hire salaried employees to assist in the management, operation, and maintenance of the various Corporation properties. Any agent's or employee's contract shall contain a thirty (30) day written termination clause which may be exercised by the Board. Short-term and part-time employment are at the pleasure of the Board. The Board, through the President or appointed liaison shall retain the right to expand, consolidate, diminish, or remove any such agent's and employee's authority at any time without prior notice.

2. Compensation: Upon recommendation of the Treasurer, the Board will determine and establish which agent(s), employee(s), and individual appointment(s) shall be entitled to receive compensation for services or employment rendered, fix the lawful rate of payment, and authorize payment.

B. OPERATION AND MAINTENANCE EXPENSES: The Board shall acquire and pay the costs and expenses of all goods and services necessary or convenient for the efficient and orderly management, care and operation of the properties and facilities.

C. BUDGETS: ACCOUNTS AND RECORDS

1. Budget: Within 30 days after adoption of the Board of a proposed budget the Board shall set a date for a meeting of members to consider ratification of the budget which meeting will be not less than 14 days nor more than 60 days after the mailing of a budget summary to the members. As part of the overall accounting and budget, it shall include specific budgetary provision for the respective Beach, Clubhouse, and other facilities that are or may be established.

2. Accounts and Records: The books of accounts and business records of the Corporation and all its facilities shall be made available at the Corporation office for examination and copy by concerned facility Voting Members following not less than five (5) calendar days written request. The Secretary and Treasurer may respectively establish reasonable times of the day for any such review and set reasonable copying and duplication fee charges.

ARTICLE VI
Corporation Committees

A. GENERAL:

1. To assist the Board, the following standing committees shall be provided for and maintained by the Board: The Covenants Control; Finance; Beach facility and Clubhouse facility. Standing committees shall each consist of three or more members appointed by the President to serve for terms of one (1) year. Committee members may be reappointed to serve successive terms. A Board member liaison shall be assigned to each committee to serve at the pleasure of the President. The liaison shall only vote to break a committee tie vote. The liaison's presence may be used to reach a committee quorum of a majority of the members.

2. Temporary Committees: Temporary committees to serve at the pleasure of the Board may be appointed by the President.

3. Chairpersons: Unless specifically appointed by the President, the chairpersons of each committee shall be chosen by the committee membership.

4. Management and Operating Procedures: Subject to approval of the Board, standing committees shall establish their respective management and operating procedures.

5. Budgets: Each standing committee, with the assistance of the treasurer or Corporation Finance Officer, shall prepare and submit an annual budget to the Board for presentation to and approval of the Corporation Voting Membership. With the approval of the Board, the Treasurer or Finance Officer may prepare a budget and allocate funding for each temporary committee.

6. Activity Reports: Through the liaison, each standing committee shall submit semi-annual activity reports to the Board for summarized presentation to the respective Corporation and Clubhouse memberships in meeting. Interim or special reports may be required by the Board. Temporary committee reports shall be submitted at the call of the Board.

B. THE CORPORATION STANDING COMMITTEES:

1. The Covenants Control Committee is more specifically provided for in Article VIII of these Bylaws.

2. The Finance Committee:

a. Reports: Through the liaison, the Finance Committee shall report directly to the Corporation treasurer, or upon his or her authority, to the Finance Officer. The Committee shall work with each standing committee to prepare the respective committee's annual

budget, account records, and summary of financial and business reports for submission to the Corporation memberships, and in the case of the Clubhouse facility, the clubhouse memberships. The committee shall require and report separate fiscal accountability of the respective standing committees.

b. Audit: After the close of the fiscal year, which is the calendar year, the Treasurer or Finance Officer shall cause the books of the Corporation and standing committees to be examined by an independent accounting service for report to the Board and respective Corporation and Clubhouse Voting Memberships.

3. Corporation (Beach Facility): The Beach Facility committee through the liaison shall manage, operate, maintain, and budget for the beaches, the lagoon, other real properties, recreational facilities, and equipment of the Corporation. Enforcement of Board-approved rules and regulations promulgated by the committee shall remain with the Board.

4. Clubhouse Facility: The Clubhouse committee is more specifically provided for in Article X of these Bylaws.

ARTICLE VII

Dues; Fees; Assessments; Borrowing; Easements; Reinstatement; Terminated or Suspended Memberships

A. DUES AND FEES; COMMUNITY SERVICE FEES:

1. Dues and Fees: Consistent with its power to mandate corporate dues and fees as provided in the Articles, Covenants, and Article I, Section B. of these Bylaws, the Board on its own may from time-to-time fix and amend the schedules of dues and fees for the Corporation and any of its facilities.

2. Payment of Dues, Fees, and Assessments: Payment of Corporate dues, fees, and membership-approved assessments is mandatory. Each is payable at such time(s) and manner as the Board may proscribe. The Board may establish, promulgate, and impose collection costs, charges, and late penalties for payment delinquency. Late penalties may include interest of up to twelve (12) percent per annum from date of delinquency on accounts over forty-five (45) days delinquent and suspension or termination of the membership concerned. The Board may exercise a power to lien the delinquent member's Corporation area real property and judicially enforce execution upon such lien, including recovery of reasonable costs and attorney fees. Additionally, if a delinquent member has an equity interest in the Corporation, including the Clubhouse facility, the Board shall have a lien and offset against any such interest.

3. Failure to Enforce Collection-Non-Waiver: Failure of the Board to enforce its power of judicial collection, offset, and lien foreclosure shall not constitute a waiver of subsequent enforcement nor preclude such other legally enforceable means of recovery as the Board in its sole discretion may determine to be in the best interest of the Corporation.

4. Community Service: As a community service for social, medical, physical, and therapeutic purposes on a space-available basis, the Board may establish and charge non-profit fees (or waive

same) for one time or occasional use of Corporation facilities involving sponsored individual and supervised non-profit organization use in support of the civic public need of the greater Camano Island community.

B. **ASSESSMENTS; BORROWING-REAL PROPERTY-SALES-LONG TERM LEASES:** The Board (subject to a two-third(s) (2/3) aggregate majority approval vote of the Voting Membership in meeting and by proxy on a specified matter), shall have the necessary power in the name and on behalf of the Corporation to assess the Voting Membership, borrow monies, issue debentures and other certificates of indebtedness, as well as exchange, encumber, long term lease, and sell Corporation real property. The Board in its discretion may accept gifts to the Corporation of real and personal property.

C. **EASEMENTS:** For purposes of utilities ingress and egress, and in its determination the corporate community good, the Board may grant, receive, and amend easements affecting the Corporation real properties.

D. **TERMINATED-SUSPENDED MEMBERSHIP-REINSTATEMENT:** The Board will establish requirements and provisions for the reinstatement and readmission of terminated or suspended membership(s). In individual cases, exercise of the requirements and provisions remains solely within the discretion of the Board.

ARTICLE VIII

Building and Use Restrictions (Covenants)

A. **GENERAL; COVENANTS CONTROL COMMITTEE:** The Board shall exercise the Corporation's responsibilities under the Building and Use restrictions, as amended (hereinafter called the Covenants), affecting the plats and realty divisions of the Camano Country Club and its contiguous areas. It shall ensure the maintenance and renewal of the Covenants. Administration control, enforcement, and amendments, if any, shall be as provided in the then current recorded document. The Board shall appoint the required Covenants Control Committee of three to five Voting Members whose duties and authority are specified in Section V "Administration, Control, and Enforcement" provisions of the Covenants. Committee members shall serve one (1) year terms and may be reappointed by the Board.

B. **BOARD LIAISON-MEETINGS:** The President shall appoint a Board liaison member to the Committee. The liaison will not be a voting member except to break a tie vote and to be counted for quorum purposes. The Committee shall elect its own chairperson and secretary. Meetings shall be held at the call and scheduling of the chairperson with at least five (5) calendar days notice of same being posted on the Corporation bulletin board and given orally or in writing to interested parties.

C. **ENFORCEMENT:** The Committee acts subject to Board approval and strictly as an agent of the Board. In the exercise of its good faith, judgment, and sole discretion covering covenant instances it believes could have an effect upon the safety, health, well-being, the harmonious relationships of its corporate community members, the Board in any particular case may so interpret, determine questions of application of the covenants, and strictly enforce or waive such requirements and provisions it deems necessary to carry out the covenant purpose. Such action or inaction by the Board will not deprive an individual lot or building site owner of the right of personal pursuit of alleged damage or harm against a purported covenant violation. Such pursuit shall be at no cost and expense to the Corporation.

D. FEES: Subject to Board approval, the Committee may set fees to defray the costs of its services rendered in a particular case. As part of its services, the chairperson with approval of the Board may hire outside consultants.

E. CONTIGUOUS DEVELOPMENT PROPERTY OWNERS: Unless specifically otherwise required by the Articles, the Board in its sole discretion need not accept Corporation Membership requested by contiguous development property owners unless and until such owner shall submit proof of the establishment and public recording of building and use restrictions (covenants) approved by the Board as being in keeping with the Corporation aims and purposes, the Articles, current Corporation recorded Covenants, and these Bylaws. Upon acceptance of satisfactory proof, the Board may require such requested Corporation membership to acknowledge being subject to so many of the Articles, current recorded Camano Country Club Additions covenants, and these Bylaws which are not in derogation of, nor inconsistent with, those submitted by the applicant and approved by the Board.

ARTICLE IX

Corporation and Beach Facility Memberships; Permits; Guests

A. GENERAL:

The Corporation, to manage the properties for its members, is comprised of Voting and Non-Voting Corporation membership and at present, one (1) membership facility: the Beach Facility. The Board with the approval of an aggregate majority vote of the Voting Membership in meeting and by proxy may establish additional facilities and provide for their membership. All members of the Corporation and any of its facilities must be natural living persons. Only Corporation and Beach facility memberships are provided for in this Article IX.

B. CORPORATION AND BEACH FACILITY MEMBERSHIPS:

1. Membership in the Corporation and the Beach Facility is derived from an ownership interest in a building site within one of the plats of the Corporation community and contiguous areas that have been or may be added to the community. An ownership interest in a condominium unit within the community shall be considered "and ownership interest in a building site."

2. Solely by virtue of respective Corporation membership, all fully paid Corporation Voting and Non-Voting Members share in an undivided equity interest in Corporation real properties and capital and non-capital assets. Subject to these Bylaws and management of the Board, they are members of the Beach Facility. As hereinafter provided in this Article, Board-approved and regulated usage of Corporation and Beach Facility properties shall be interpreted to include full rights and privileges of use and active participation by all permanent residents of Beach facility family or single household and leasehold members. Children of a member's household temporarily absent while away at school or in active military service shall retain permanent household or residence status. Additionally, non-resident parents, children and grandchildren of such members may use the facilities and participate as sponsored guest of the member.

C. CORPORATION VOTING AND NON-VOTING MEMBERSHIPS:

1. Voting Membership: There shall be but one (1) Voting Corporate Owner per building site(s) who by virtue of his or her ownership interest shall be designated the Voting Member. Ownership of

more than one building site shall not entitle the member to additional voting membership or voting rights. The designation of the building site from which Voting Membership is derived by be changed by written notice to the Board Secretary. Voting Members in good standing shall be entitled to hold any Corporate office and vote on all Corporation and Beach Facility matters.

2. Non-Voting Membership: Upon sponsorship of the Voting Member, a person having a partial ownership interest in the building site(s) from which the Voting Membership is designated, may make application in writing, without fee, to the Board Secretary for a Non-Voting Membership, subject to the following:

- a. Only two (2) such sponsored on-going memberships per designated building site(s) may be allowed to exist at any given time.
- b. Each member shall pay Corporation dues and fees as set by the Board, but not to exceed fifty percent (50%) each of the annual dues and fees paid by the sponsor.
- c. The non-voting member shall enjoy the rights, privileges and obligations of the sponsoring Voting Member, but no vote.
- d. Each such membership may be terminated or suspended on the termination or suspension of the sponsor's membership, provided, any such member retaining an ownership interest in the building site(s), may, without transfer fee, petition the Board Secretary to change his or her status to assume that of the then terminated or suspended Voting Member. Such assumption will require payment of full Voting Member dues and fees.

D. LEASEHOLD RESIDENT MEMBERSHIP: Under the sponsorship of a Voting or Non-Voting Member, an individual leasing a building-site residence within the Corporation community from such member may, without fee, apply to the Board for acceptance as a Leasehold Non-Voting Member, subject to the following:

1. No more than one (1) such leasehold membership per building site residence may be allowed to exist. A building site(s) not containing a habitable structure (residence) does not qualify for sponsored leasehold membership(s). Board acceptance of any leasehold membership is discretionary.
2. A leasehold member shall pay annual dues and fees set by the Board in an amount not to exceed seventy-five percent (75%) of those chargeable to a Voting Member.
3. Paid dues and fees are fully earned upon payment and are not refundable in whole or in part upon termination or suspension of the leasehold prior to expiration date. Delinquent dues and fees are the responsibility of the sponsoring member.
4. Leasehold members may attend and have voice in membership meetings, serve on committees, enjoy the use and privileges of Corporation and Beach Facility emoluments; and, participate in social activities; but, shall have no corporate vote.

5. Unless earlier terminated or suspended by the Board by virtue of termination or suspension of the sponsoring member, a leasehold membership shall expire upon termination of the lease or any extension of same, whichever is last in time.

6. The Board may set other benefits, requirements, and restrictions of leasehold membership.

ARTICLE X

Clubhouse Facility; Standing Committee; Membership; Guests

A. GENERAL: Title to Clubhouse real property and capital assets (building and appurtenances) are vested in the Corporation for the beneficial use of the Corporation. Non-capital asset (personal properties) such as furnishings, removable fixtures, equipment, Board-permitted monetary accounts and liabilities are properties under the management of the clubhouse committee, such management determinations being subject to Board approval or disapproval.

B. CLUBHOUSE MANAGEMENT: OPERATIONS, ETC.; STANDING COMMITTEE

1. General: The management and operation of the Clubhouse and services to be rendered are within the authority delegated by the Board to be exercised by the Clubhouse Standing Committee.

2. Standing Committee:

a. Committee Membership, Board Liaison Member; Quorum: The Clubhouse Standing Committee shall consist of not less than three (3) or more than ten (10) active voting Corporation members, each to be appointed by the Board President. Terms of such members shall be for one year subject to extension at the pleasure of the Board. The President shall appoint a member to act as a liaison member of the committee. His or her presence may be counted for quorum purposes. A quorum shall consist of a majority of the appointed members. On committee request(s) calling for minor structural alterations and changes to the Clubhouse real property and capital assets, subject to restrictions and limitations of the Articles, these Bylaws, and final approval of the Board, the liaison may conditionally accept or reject such requests. Appeal of the liaison's rejection(s) may be submitted by the committee in writing to the President for final approval or overturning by the Board.

b. Committee Chairperson; Secretary; Treasurer: Unless specifically appointed by the President, the committee shall elect and install its chairperson, and may so elect and install a secretary, and treasurer. Any such secretary and treasurer shall represent and serve as an assistant secretary and treasurer of the Corporation.

c. Governing; Regulatory Rules; Meeting: The committee shall establish its own governing and regulatory rules of procedure. It shall meet at least once a month and at other times at the call of the Chairperson. At least forty-eight (48) hours advance notice of dates and times of regular and special meetings will be posted on the Clubhouse bulletin board. Emergency special meetings may be called without advance posted notice. Regular and special meetings shall be open to all Corporation members. Minutes of all meetings will be provided by the liaison for presentation to the Board Secretary.

d. Committee Powers: To carry out its responsibilities and obligations of management operations and control, the committee shall have and exercise the power:

1) Sub-committees-auxiliaries-social clubs and activities: to establish sub-committees and provide for auxiliaries, social clubs, and sponsored activities;

2) Employees, agents, expenditures: Subject to the approval of the Board, to hire and discharge employees and agents. Through the chairperson and committee secretary or treasurer and subject to the approval of the Board Treasurer, to contract for, obligate, and expend funds necessary to provide for non-capital assets (personal property), equipment, supplies, maintenance, repairs, improvements, and operational needs. Monetary disbursements by check or voucher (in excess of Board minimum authorized one signature amounts) require the co-signature of the chairperson (or in his or her absence, the Committee secretary or treasurer) and the Board Treasurer or the Treasurer's designated alternate signing authority;

3) Acceptance of Gifts and Contributions: With the approval of the Board, to accept gifts and give receipt for contributions of monies, services and personal property;

4) To set and amend Clubhouse schedules;

5) To engage in such lawful fund raising activities, including but not limited to special occasion lease and use of the facilities for social and community activities; provided, the committee may not engage in any regular commercial business activity. Sponsored bazaars, breakfasts, luncheons, dinners, and other occasional Clubhouse activity fund raisers need not be considered "regular commercial business activity";

6) Major Real Property and Capital Asset Alterations; Changes and Improvements: To Submit plans and requests for major Clubhouse real property and capital asset structural alterations, changes and improvements for acceptance by the Board.

7) Miscellaneous Powers: To do such other needed lawful acts not inconsistent with the Articles, these Bylaws and authority otherwise specifically retained by the Board.

e. Budgets; Financial Accounting; Books of Accounts:

1) Budget: The Committee shall prepare and submit its fiscal budget and statement of financial accounting to the Board.

2) Trial Balances: Through the liaison, the Clubhouse Treasurer with the assistance of the Corporation Treasurer, shall submit a monthly trial balance of receipts and expenditures to the Board.

3) Availability of Accountings and Records: The books of accounting and records shall be made available for review upon five (5) working days prior notice to the

Corporation Treasurer. Such availability and access shall be subject to Corporation reimbursement for out-of-pocket costs and expenses of any requested reproductions.

C. CLUBHOUSE MEMBERSHIPS:

General: Subject to Board approval, the committee may establish additional categories of memberships. For Board approval, the committee shall submit rules and procedures for suspension or termination of memberships for payment delinquency or cause.

**ARTICLE XI
Corporation Membership Meetings**

A. GENERAL:

1. **Business and Special Meetings:** Business and special meetings of the Corporation membership shall be held in the Clubhouse facility or such other facility as the Board may designate. The Board shall prepare respective meeting agendas for timely dissemination by the Secretary to the Voting Members. A copy of the agenda shall be posted on the Clubhouse bulletin board at least fifteen (15) calendar days prior to each meeting.

2. **Quorums; Notices of Meetings:** To constitute a quorum, Regular Voting Members present in meeting must equal or exceed five percent (5%) of the total Corporation Regular Voting Members. When the budget and financial statement is presented for acceptance by the membership, if a quorum is not present at the meeting, the budget and financial statement may, at the discretion of the President, or successor, be considered accepted and approved. If there is not a quorum in a meeting calling for a vote in meeting and by absentee, the submitted absentee ballot votes alone shall be counted for quorum purposes and thus decide the matter. A majority of the Board and Voting Members present in meeting will constitute a quorum for Emergency meeting purposes.

3. **Notices:**

a. **Semi-Annual Meetings:** The Board shall cause notice of Corporate Voting Membership semi-annual business meetings to be mailed to the last known address of each Corporation Regular Voting Member at least thirty (30) calendar days prior to the meeting date. Notices shall contain summarizations of the agendas and an absentee ballot vote form.

b. **Special Meeting:** Notice of Board or Voting Membership called special meetings of the membership shall be mailed to the last known address of Corporation Regular Voting Members at least twenty (20) calendar days prior to the meeting date and contain Board-approved summarizations of the agendas together with an absentee ballot vote form.

c. **Emergency Meeting:** Emergency meetings of the Voting Membership may be called with two (2) calendar days oral or written notice to those Regular Voting Members residing within the Camano Country Club Community. Action taken on the emergency matter may be subject to a subsequent special review meeting of the Corporation Voting Membership.

d. Notice to Sponsored Non-Voting Members: Sponsoring Regular Voting Members shall be responsible for notification to their respective sponsored non-voting members and lessee members of the date, time, and place of Corporation membership meetings.

4. Voting: Except for matters raised in a meeting of the Corporation memberships and necessitating an immediate vote, agenda matters shall generally require a vote of the members in meeting and by absentee ballot.

B. SEMI-ANNUAL BUSINESS MEETING; SPECIAL; EMERGENCY MEETINGS;

1. General: There shall be two (2) Semi-Annual Business meetings of the Corporation Membership; the first on the fourth (4th) Saturday in June and the second on the first (1st) Saturday in December.

2. June Meeting: The agenda for the June meeting shall include election of vacancies to the Board, reports of Standing Committee activities, the Treasurer's financial summary of the previous fiscal year accounting, and other matters of Corporation concern to be presented by the Board and the memberships at large.

3. December Meeting: The agenda for the December meeting shall include presentation and a vote of the attending Voting Membership on the Corporation and standing committee budgets for the coming fiscal year. The vote on the budget shall be an in meeting vote. Should the budgets be rejected by the membership voting in meeting, a new or revised budget must be submitted for approval of the Corporation Voting Membership by aggregate majority vote in meeting and by absentee ballot at a special meeting called within forty-five (45) calendar days of the rejection.

4. Special Meetings: The Board to give voice and allow vote on matters of Corporation concern not otherwise brought up or disposed of in the June or December meeting(s), may call a special meeting of the Voting Membership for such purposes. The Board, in its sole discretion, may limit the agenda of any such special meeting and need only require an in meeting vote. So too, on a written petition to the Board Secretary from at least 20 voting members, the Board shall call a special meeting of the voting membership to be held no sooner than 15 calendar days after the giving of written notice to the membership. Such members called meeting shall be limited to the agenda, and if a vote is required it may be by an aggregate majority approval or disapproval votes of the attending members.

5. Emergency Meetings: Upon written petition of ten percent (10%) of the Corporation Voting Members, action taken by the Board and attending Voting Members in meeting on an emergency matter, shall be subject to a special Voting Membership review meeting, limited to such matter.

ARTICLE XII

Amendments to Bylaws; Rescission; Revocation; Superseding; Severability

A. GENERAL: These Bylaws may be amended but not suspended. Amendments may be proposed by the Board or by written initiative petition of at least ten percent (10%) of the Corporation Voting Memberships. The proposal or written petition must be attested to by the Corporation Secretary prior to the mailing and posting of notice to the Corporation Voting Members. Notice of qualified

amendment(s) containing the full text of the proposal and recommendation of the Board for passage or rejection, shall be mailed with an enclosed absentee ballot to the Voting Members at least thirty (30) calendar days prior to the voting Members meeting at which the amendment(s) is to be discussed and voted upon. Unless otherwise stated in the proposal, Proposed amendments(s) become part of these Bylaws thirty (30) calendar days following a two-thirds (2/3) aggregate approval vote of the Voting Membership in meeting and by absentee ballot.

B. **RESCISSION, REVOCATION AND SUPERSEDING:** Revocation and superseding of prior Bylaws: Immediately following adoption of these Bylaws by a two-thirds majority vote of the Corporation Voting memberships in meeting and by absentee ballot, all prior Bylaws of the Corporation are rescinded, revoked and superseded and have no further force and effect. Of itself, recording of these Bylaws with the Island County Auditor shall be without force and effect on the Corporation and members' interests in real property within the Corporation Community.

C. **SEVERABILITY:** If one or more of the provisions contained in these Bylaws and any amendments hereof shall be held invalid, illegal, or unenforceable in any respect, such circumstances shall not affect the validity, and enforceability of the remainder.

ARTICLE XIII Corporation Seal; Logo

The seal of the Corporation shall bear the name of the "Camano Country Club" and the word "Seal." Subject to approval of the Board and Voting Membership, a corporation logo may be adopted and copyrighted or registered.

ARTICLE XIV Definitions

A. **GENERAL:** In general, the following definitions are incorporated in and are a part of these Bylaws. Definitions may be further interpreted as used in context of applicable bylaw provisions.

The Definitions:

1. **Articles:** Articles of Incorporation establishing the "Camano Country Club" as a non-profit perpetual Washington Corporation on July 11, 1952, as amended in part on October 29, 1980. Copies of the Articles, as amended, are available through the Corporation Secretary.
2. **Board:** Board of Trustees (Governors) authorized under Paragraph VI of the Articles to manage and control the business and affairs of the Corporation.
3. **Corporation:** The "Camano Country Club," a corporation pursuant to Paragraph 1 of the Articles.
4. **Club Community:** Real Property building sites with the Camano Country Club platted divisions and contiguous areas.

5. Corporation Voting Members: Individuals having an ownership interest in one or more building sites of the Corporation community and designated the Voting Member (owner) in Corporation membership meetings.

6. Corporation Non-Voting Member: An individual having an ownership interest in one or more building sites of the Corporation community who is not the designated voting member.

7. Corporation Real Property and Capital Assets: Includes all real property and depreciable assets owned or held by the Corporation under the Trusteeship of the Board to carry out the purposes of the Corporation as set forth in the Articles.

8. Covenants: Building and use restrictions originally promulgated by the developer of specified plats of "Camano Country Club Additions." The Covenants, as amended, are recorded in the records of the Island County Recorder. The Covenants run with the land, going to building and use restrictions of those building sites and private properties within the specified plats. Covenants are not part of the Bylaws, however, by their written terms and conditions are enforceable by the Board. A copy of the current Covenants will be available for review in the office of the Corporation Secretary.

9. Facilities: Subsidiaries of the Corporation to manage, control, and operate the recreational real properties and assets of the Corporation. There are currently two divisions: the Beach Facility and the Clubhouse Facility. The Beach Facility comes under the sole management and control of the Board through a Standing Beach Facility Committee, the Clubhouse Facility is a partially self-managed and controlled but self-sustaining Facility. It is managed and controlled by a Standing Clubhouse Committee subject to overview and approval of the Board.

10. Finance Officer: A Corporation officer who may be appointed or hired by the Board to assist the Treasurer to prepare budgets and manage the fiscal finances of the Corporation and its divisions.

11. Member-in-good-standing: A member of the Corporation and its divisions whose dues, fees, and Board-approved assessments are currently paid up.

12. President or Successor: The President of the Board and in his or her absence, a successor who would normally be the Vice President but in whose like absence would be the Secretary or alternate Board member designated by the remaining members to temporarily perform the Presidential duties.

13. Aggregate majority vote in meeting and by Absentee ballot: A combined numerical total majority vote of those voting in meeting plus those voting by absentee ballot.

Adoption of these Bylaws is certified and attested to by the undersigned as of the 10th day of May, 2018.

Duane M. Hochstra
President

C. Lee
Treasurer