

BYLAWS

SHOREWOOD on the SOUND COMMUNITY CLUB

Amended November 10, 2016

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**BYLAWS OF THE
SHOREWOOD ON THE SOUND COMMUNITY CLUB**

ARTICLE 1

Name

1.1 The name of this corporation is: **SHOREWOOD ON THE SOUND COMMUNITY CLUB
(the Club)**

ARTICLE 2

Purposes and Objectives

2.1 The purposes and objectives of the Club are:

- a) To unite in a central organization all persons owning any real property in the area defined in 3.1, concerning eligibility for membership, which area is referred to as the Shorewood on the Sound area.
- b) To promote the development, maintenance and improvement of facilities common to and for the benefit of all the residents of the Shorewood on the Sound area including, but not limited to: streets, sidewalks, roads, parks and park areas, schools, playgrounds and play areas, recreational facilities and transportation facilities.
- c) To aid in the enforcement and preservation of restrictions created in connection with the real property contained in the several areas designated in 3.1, to the extent the restrictions are not in conflict with superseding federal, state or county laws or regulations.
- d) To facilitate improvement of the relationships between the residents of the Shorewood on the Sound area and to encourage the residents of the area to participate in activities for the general benefit and welfare of the community.
- e) To encourage and facilitate the exchange of information, ideas and opinions among the members of the Club on social and political issues and other matters of general concern to

the community.

- f) To serve as advocate for the community and to present the concerns and opinions of the community to civic and political leaders, the news media, and other interested parties.
- g) To own, maintain and operate the Club' s recreational facilities, including, but not limited to: beach property, boat ramp, parks, park areas, playgrounds and play areas.
- h) To further the purposes and objectives, to buy, own, lease, operate, manage and control real property, personal property and intangibles of any and all kinds, and to issue notes, bonds, mortgages, or other evidence of indebtedness and to secure the same at the option of the Board of Directors (Board) upon any property owned by the Club, now or in the future.
- i) To do any and all things necessary not prohibited by law which may be useful or convenient in carrying out the purposes and objectives for which the Club is organized which may be for the benefit of the membership, excepting the carrying on of any business, trade, avocation or profession for profit.

ARTICLE 3

Membership

3.1 Eligibility

All persons owning any real property excluding mortgage holders within the boundaries depicted in Exhibit A (known as Shorewood on the Sound area), situated in the County of King, State of Washington, are eligible to become members of the Club.

In addition, all persons renting property as a residence in the Shorewood on the Sound Area are eligible to be members of the Club with all benefits of membership except all persons renting property may not vote in Membersip Meetings, serve on the Board or serve as an officer of the Club.

3.2 Dues

The Board will from time to time designate the amount and deadline for payment of the annual membership dues to be levied equally upon each residential parcel of real property within the area designated in 3.1. Upon payment of the annual dues, all persons for which the dues have been paid are members of the Club.

3.3 Voting Privileges

In connection with all matters coming before the membership for a vote, there is one vote assigned to each residential parcel of real property within the Shorewood the Sound area for which the annual membership dues have been paid. It is the responsibility of the owners to determine the manner in which their one vote is to be exercised. In the event the owners of property are not able to determine the manner in which the vote will be exercised, the Club is not required to recognize any vote from the parcel.

3.4 Automatic Termination of Membership

Membership in the Club may be terminated by resignation at any time and will terminate automatically upon death of the last surviving owner of the property or by sale of the real property owned by the member in the Shorewood on the Sound area.

3.5 Effect of Termination of Membership

In the event of termination of membership of any member, no portion of the property or assets of the Club will pass to the member or to the estate of any deceased member, nor will any former member have any claim or right, title or interest in or to any of the property or assets of the Club.

ARTICLE 4

Meetings

4.1 Annual Meeting

There will be an annual meeting of the membership in November. Election of officers and

Directors will be included on the agenda for the meeting. The Board will determine the time, location and agenda. Notice of the annual meeting will be given to all members not later than 10 days prior to the date of the meeting, by means of the United States mail, or by means of the Club newsletter, or by any other means reasonably calculated to reach the members as determined by the Board.

4.2 Additional Membership Meetings

4.2.1 Special Memberhsip Meetings

A special memberhsip meeting may be called by any 3 members of the Board or by any 3 members of the Club, by written petition to the Board stating a proposed agenda. Notice of the meetings will be given to the membership not later than 10 days prior to the date of the meeting in any manner determined by the Board.

4.2.2 Emergency Meetings

The Board by majority vote has the authority to call an emergency meeting of the membership in response to natural disaster or other civic emergency as determined by the Board. Appropriate notice as determined by the Board of an emergency meeting will be given to the membership. No business will be conducted at the meeting other than a direct response to the stated emergency.

4.3 Business to be Transacted

No business will be transacted at any meeting of the membership except as stated in the notice of the meeting.

4.4 Quorum

A quorum at any meeting of the membership will consist of those voting members of the Club present at such meeting.

ARTICLE 5

Board of Directors

5.1 Management

The business and property of the Club will be managed by a 13 member Board consisting of: 9 elected Directors; the Immediate Past President of the Club; and 3 elected Offices of President, Vice-President, and Secretary, elected by the membership at the annual meeting.

5.2 Qualifications

All persons nominated as Directors must have been voting members of the Club during the year immediately preceding their nomination, and must maintain their membership during their term of office. Only one representative per parcel is eligible to be a Director.

5.3 Removal

Any Director may be removed from office by a vote of the membership of the Club entitled to vote at a meeting of the membership called for that purpose by notice in writing stating the purpose of the meeting. A 2/3 vote of the membership present at a membership meeting is required to remove a Director. In the event a Director is removed from office, the vacancy will be filled at the next regular meeting of the remaining Directors, provided the remainder is 7 Directors or more. Should the remainder be less than 7 Directors the vacancies will be filled by the membership at the next membership meeting.

5.4 Term of Elected Directors

The 9 elected Directors will serve for terms of 3 years. The Directors will be elected at the annual meeting of the membership and the terms will be staggered in such a manner that 3 Directors will be elected at the annual meeting to replace the Directors whose terms are expiring. Newly elected Directors will take office at the beginning of the next calendar year following their election.

5.5 Vacancies

In connection with any vacancy on the Board for any other cause other than removal, the remaining Directors may by majority vote elect a qualified successor to hold office for the unexpired term of the Director.

5.6 Meetings

The Board may hold its meetings at such times and places as it may from time to time designate. Meetings of the Directors will be subject to call either by the President or Secretary upon reasonable notice to the other Directors. Any other 2 members of the Board may call a meeting of the Board by written request to the Secretary, who will give notice to the Board of the time and place of the meeting, not less than 7 days, nor more than 10 days, after the request is received. In the event the Secretary fails to give the notice within the required period, any 2 Directors may call the meeting giving the same notice.

5.7 Quorum

A majority of the duly qualified Board constitutes a quorum.

5.8 Order of Business

The Board will determine by resolution the order in which business will be transacted at the meetings of the Board.

5.9 Authority of Board of Directors

The Board has the full management, supervision and control of the property and business of the Club and will, subject to the laws of the State of Washington, define and limit the powers and duties of all committees, officers, agents and employees, fix all salaries and require such bonds as it deems necessary and proper.

5.10 Officers to be Directors

The President, Vice-President, Secretary and Treasurer of the Club are members of the Board by virtue of their office.

5.11 Indemnification

The Club will indemnify, defend and hold harmless all Officers and Directors of the Club from all claims and lawsuits arising from conduct within the course and scope of the Officer(s)/Director(s) duties, responsibilities and powers as Officer(s)/Director(s) of the Club. The President of the Club will determine whether an Officer/Director was acting or failing to act within the course and scope of his/her duties, responsibilities and powers as an Officer/Director of the Club, except that the Board will determine whether the President was acting or failing to act within the course and scope of his/her duties, responsibilities and powers as President of the Club.

ARTICLE 6

Officers

6.1 Officers

The Officers of the Club are a President, a Vice-President, a Secretary and a Treasurer. The President, Vice-President and Secretary will be elected from the membership at the annual meeting. The Treasurer will be elected by the Board from among the Directors.

6.2 Qualifications

6.2.1 Each presidential nominee shall have been a member of the Board during the previous year. Nominees for President must have attended not less than 50% of the membership meetings and Board meetings during the year immediately preceding their nomination.

6.2.2 All persons nominated as officers must be a property owner in the Shorewood

on the Sound Area and must have been members of the Club during the year immediately preceding their nomination and will maintain their membership during their term of office.

6.3 Removal

Officers may be removed at any time by a vote of the membership in the same manner and pursuant to the same procedural requirements as is required for the removal of a Director.

6.4 Duties of Officers

6.4.1 President The President of the Club will:

- a) Preside at all meetings of the Board and the membership
- b) Be responsible for filing the Club' s annual report with the Secretary of State of the State of Washington and any and all reports necessary to maintain the Club' s nonprofit status and any and all reports required by the State of WA and Federal government or other laws;
- c) With the Secretary, join in the execution of any and all instruments issued by the Club;
- d) With the approval of the Board, select the chairperson and members of any and all committees of the Club;
- e) Assist the Board in creating a yearly budget;
- f) Assure that the Board has adequate liability insurance; and
- g) Have other duties delegated by the Board

6.4.2 Vice-President. The Vice-President will, in the absence of the President:

- a) Preside at meetings of the Board and at meetings of the membership and
- b) Have other duties delegated by the Board.

6.4.3 Secretary. The Secretary will:

- a) Keep full, true and correct minutes of all meetings of the Board and all meetings of the membership and
- b) Have other duties delegated by the Board.

6.4.4 Treasurer. The Treasurer will:

- a) Have custody of all funds of the organization;
- b) Keep true and accurate books of account;
- c) Provide a written financial report of expenditures and status of annual budget at each meeting;
- d) Be required to post a fidelity bond in such amount as determined by the Board ;
and
- e) Have other duties delegated by the Board.

6.5 Term of Officers

The officers of the Club will be elected at the annual meeting of the membership for terms of one year. Newly elected officers will take office at the beginning of the next calendar year following their election.

6.6 Vacancies of Elected Officers

In connection with any vacancy among the officers the remaining Directors may by majority vote elect a qualified successor to hold office for the unexpired term of the officer.

ARTICLE 7

Committees

7.1 Standing Committees

There are 3 standing committees: Membership, Nominating and Beach. The chairs of the committees are appointed by the President. A majority of the members of each standing

committee must be members of the Club. All committees report to and advise the Board, and operate under the direction of the Board.

7.1.1 Membership Committee The Membership Committee is responsible for creating and implementing programs to recruit and retain members by:

- a) Welcoming new residents to the Shorewood on the Sound area and informing them of the activities of the Club;
- b) Actively recruiting and renewing members;
- c) Informing the membership of the work of the Club and encouraging maximum participation at all meetings and events sponsored by the Club;
- e) Maintaining a current roster of the Club membership;
- f) Reviewing and supervising publication and distribution of the club newsletter, community phone directory, and any other printed material distributed by the Club;
- g) Establishing a system to contact the members by telephone and other media forms;
- h) Publicizing meetings and social events; and
- i) Creating additional programs.

7.1.2 Beach Committee The beach committee is responsible for:

- a) Maintenance, repair and modification of the community beach property and boat ramp;
- b) Advising the Board of all problems and concerns relative to the use of the community beach; and
- c) Recommending to the Board rules and regulations governing the community beach as it deems necessary.

7.1.3 Nominating Committee The Nominating Committee is responsible for developing a slate of Director and Officer nominees to be presented with the Annual Meeting agenda.

7.2 Other Committees

In addition to the 3 standing committees established in this Section 7.1, the Board may establish other committees as it deems necessary and convenient to carry out the purposes and objectives of the Club.

ARTICLE 8

Business to be Connducted at the Annual Membership Meeting

8.1 Annual Membership Meeting

The business for the annual membership meeting should include but not be limited to the following:

- a. Call to order
- b. Approval of Agenda
- c. Introductions
- d. Approval of minutes of previous member meeting(s)
- e. Address of the President
- f. Report of Treasurer
- g. Committee reports
- h. Election of directors
- i. Election of officers
- j. Presentations
- k. Member comments
- l. Other business
- m. Adjournment

ARTICLE 9

Fiscal Year

The fiscal year of the Club is the calendar year.

ARTICLE 10

Parliamentary Procedure

All membership meetings and meetings of the Board of the Club are subject to the rules of parliamentary procedure in Robert's Rules of Order.

ARTICLE 11

Amendments

11.1 Initiation of Amendments

Proposed amendments of these Bylaws must be presented to the Board of the Club, in written form signed by twenty 20 or more members. The Board will present the proposed amendments at a membership meeting as defined in Article 4 for the first reading and discussion. The Secretary will distribute copies of the proposed amendments and the meeting agenda to all members not less than 10 days prior to the meeting of the membership.

11.2 Discussion and Voting

Amendments proposed as required by Article 11 will be presented to the membership for discussion and vote at a meeting of the membership. A 2/3 majority of voting members present at the meeting is required for passage.

ARTICLE 12

Dissolution

It is intended that the Club have perpetual existence and not to be dissolved. However, in the event a dissolution does occur it will be implemented in accordance with the articles of incorporation and applicable state laws of the Club.

Adopted on this date: November 10, 2016 _____

Signed: _____

Secretary

