

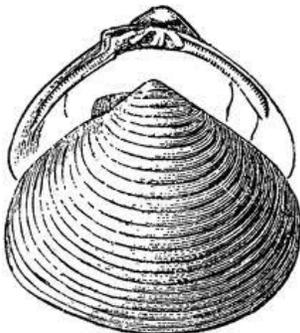
**ARTICLES
OF
INCORPORATION**

AND

BYLAWS

COYLE COMMUNITY CLUB

2021 EDITION



Contents

- ARTICLES OF INCORPORATION OF COYLE COMMUNITY CLUB, INC.2
- ARTICLE I – CORPORATE NAME2
- ARTICLE II – PLACE OF BUSINESS.....2
- ARTICLE III – OBJECTS AND PURPOSES.....2
- ARTICLE IV – GENERAL POWERS.....2
- ARTICLE V – CAPITAL STOCK / MEMBERSHIP3
- ARTICLE VI – CORPORATION MANAGEMENT3
- ARTICLE VII – AMENDMENT OF ARTICLES3
- ARTICLE VIII – DISSOLUTION.....3
- ARTICLE IX – CORPORATE TERM WITH STATE.....3
- BYLAWS OF COYLE COMMUNITY CLUB, INC.4
- ARTICLE I – CLUB MEMBERSHIP.....4
- ARTICLE II – DOCK MEMBERSHIP.....5
- ARTICLE III – RIGHTS AND POWERS OF MEMBERS5
- ARTICLE IV – OFFICERS.....5
- ARTICLE V – DIRECTORS.....6
- ARTICLE VI – EXECUTIVE BOARD7
- ARTICLE VIII – BOARD INDEMNITY AND INSURANCE.....7
- ARTICLE IX – ELECTIONS.....7
- ARTICLE X – VACANCIES8
- ARTICLE XI – REMOVAL OF OFFICERS AND DIRECTORS9
- ARTICLE XII – MEETINGS.....9
- ARTICLE XIII – COMMITTEES10
- ARTICLE XIV – FISCAL YEAR, SOURCE AND USE OF FUNDS11
- ARTICLE XV – BIRCH STREET DOCK.....12
- ARTICLE XVI – COMMUNITY ROADS AND DRAINAGE.....12
- ARTICLE XVII – ARCHIVAL RECORDS12
- ARTICLE XVIII – WEB SITE.....13
- ARTICLE XIX – OUTSIDE PROPERTIES13
- ARTICLE XX – PARLIAMENTARY AUTHORITY.....13
- ARTICLE XXI – BOARD PROPOSED AMENDMENT OF BYLAWS AND DOCK RULES13
- ARTICLE XXII – MEMBER PROPOSED AMENDMENT OF THE BYLAWS AND DOCK RULES.....14
- AMENDMENT LOG15

ARTICLES OF INCORPORATION OF COYLE COMMUNITY CLUB, INC.

INCORPORATED AUGUST 19, 1973

2021 EDITION

ARTICLE I – CORPORATE NAME

The name of this corporation shall be Coyle Community Club, Incorporated (the “Club” or “CCC” or the “Corporation”). It is established in the State of Washington as a non-profit corporation with Washington State Unified Business Identification No. (UBI) 601820900. The Club is also registered with the Internal Revenue Service under Article 501(c)(7) of the Federal Tax Code,.

ARTICLE II – PLACE OF BUSINESS

The place of business shall be in Jefferson County, Washington at 81 Alder St., Quilcene, WA 98376, in care of the current president of the Coyle Community Club, Inc. The name and address of the registered agent shall be the current Treasurer of the Club, or during the period between the start of a newly elected Treasurer’s term and the filing of the annual report with the Washington Secretary of State, the former Club Treasurer.

ARTICLE III – OBJECTS AND PURPOSES

The objects and purposes for which this Corporation is formed includes the following:

1. To do things necessary and proper that are permitted by the laws of the State of Washington to benefit the community well-being for present and future owners of lots within the Churchill-Coyle Properties (“CCP”).
2. To represent and support the owners within CCP in matters of common community interest.
3. To encourage and promote friendly and supportive relationships between members, to establish mutual trust and cooperation in community activities, and to foster community spirit through sponsorship of any social or recreational activities the membership may desire.
4. To encourage Club membership within the CCP through solicitation or other non-coercive means, and to issue and cancel memberships in the manner prescribed by the Bylaws of the Corporation.
5. To be responsible for the maintenance of Club owned recreational facilities.
6. In accordance with the wishes of the membership, to allocate funds toward the maintenance of community roads and drainages.

ARTICLE IV – GENERAL POWERS

The General Powers of the Club shall be as follows:

1. To charge and collect such membership fees, dues, and assessments as may be prescribed and required by the Bylaws and other rules and regulations of the Club.
2. To purchase, sell, rent, lease, dispose of, grant, convey away, transfer, pledge, encumber, and mortgage, at any time, all or any real or personal property and any estate of interest therein.
3. To borrow money and to issue bills, notes, or evidence of indebtedness, including any encumbrance upon its property.

4. To invest funds in risk free investments offered by a bank or credit union located in the United States.
5. To set rules and regulations governing requirements for Club membership, and for the use of recreational facilities within the CCP.

ARTICLE V – CAPITAL STOCK / MEMBERSHIP

There shall be no capital stock and the Corporation shall not be conducted for profit; the membership of the said Club shall consist of any person deemed to be qualified for such memberships by the other members of the organization and by virtue of the Bylaws of the Club.

ARTICLE VI – CORPORATION MANAGEMENT

The affairs of the Club shall be managed by an Executive Board (“Executive Board” or “Board”). The number of Board members, qualifications, terms of office, manner of selection, and the powers and duties of Board members shall be such as are prescribed by the Bylaws of the Club.

ARTICLE VII – AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by a two-thirds vote of a quorum of members present at any Membership Meeting, provided copies of the proposed amendments to these Articles are emailed to all Club members with current email addresses recorded with the Club, and posted on the Club’s website, at least thirty (30) days prior to the Membership Meeting at which they will be considered.

ARTICLE VIII – DISSOLUTION

The existence of this Corporation shall be until dissolved under the laws of the State of Washington, and in the event of dissolution, all assets of this Corporation shall be distributed in accordance with the laws of the State of Washington.

ARTICLE IX – CORPORATE TERM WITH STATE

The Term of existence of this corporation shall be perpetual on State records.

END OF ARTICLES OF INCORPORATION

BYLAWS OF COYLE COMMUNITY CLUB, INC.

ESTABLISHED AUGUST 22, 1970

INCORPORATED AUGUST 19, 1973

2021 EDITION

ARTICLE I – CLUB MEMBERSHIP

There are three conditions which give rise to the privilege to obtain Membership (“Club Membership” or “Membership”) in the Coyle Community Club:

1. Ownership, as defined in Section 1 of this Article
2. Tenancy, as defined in Section 2 of this Article
3. Familial, Joint Tenancy, Co-habitant / Life Partner, Common Law, Spousal, or Other Relationship, as defined in Section 3 of this Article

Section 1. Ownership: The privilege to obtain Membership (“Club Membership” or “Membership”) in the Coyle Community Club arises from being a recorded property owner of a Lot as shown on the D.A. Churchill – Coyle Properties Map on file with Jefferson County, or as added by Court Order, or as approved by the Executive Board and Membership, or being a recorded property owner of an eligible Outside Property (collectively, “Eligible Property”), with such property ownership being recorded in Jefferson County, Washington. In all cases, such privilege is subject to the following definitions:

- a. If a single person is recorded as a property owner of in in Jefferson County, then that person may obtain membership
- b. If two people are listed as property owners in Jefferson County, then both of those persons may obtain membership
- c. If more than two people are listed as property owners, then any two of the property owners may obtain membership
- d. If the registered property owner is not an individual or individuals but is instead a legal entity – including but not limited to trusts, LLCs, estates, or foundations – then up to two of the governing members, trustees, or beneficiaries are eligible for membership.

If there is a dispute among the multiple owners of an Eligible Property as to which owners may obtain membership, the Board may exercise the right to deny the annual membership application for some or all of the owners of that property.

Section 2. Tenancy: Renting and residing full time on an Eligible Property confers the privilege of obtaining Membership in the Club.

Section 3. Familial, Joint Tenancy, Co-habitant / Life Partner, Common Law, Spousal, or Other Relationship: Either an Owner or a Tenant may choose to include as a member a second person based on that second person’s significant relationship to the Owner or Tenant.

Section 4. For each Eligible Property, there is a maximum of one Club Membership with two Members arising from Ownership and one Club Membership with two Members arising from Tenancy.

Section 5. Each Member (“Club Member” or “Member”), shall have one (1) vote, irrespective of the number of parcels owned or rented.

Section 6. Club Membership fees are as follows:

- a. One time initiation fee \$75.00 (seventy five)
- b. Annual dues \$70.00 (seventy)

Dues may be increased or decreased from time to time by amendment of these Bylaws.

Section 7. Annual dues are due on or before January 1. There shall be no proration if paid any time in the year after January 1, and there shall be no discount on advance payment of membership dues.

Section 8. Any Club Member, having failed to pay required club dues by January 1, shall automatically and immediately lose all membership rights, including access to the dock and boat launch. Any member of the Executive Board, must be fully paid by the January Board meeting or be subject to loss of vote or expulsion from the Board at the discretion of the Board.

Membership may be reinstated for the year designated upon payment of dues for that year, except that after three full years of non-membership the initiation fee must also be paid for reinstatement.

Section 9. For Eligible Properties that are divided, sub-divided, or short-platted to create additional parcels, only a single parcel of the group of resulting parcels that makes up the original Eligible Property shall have membership rights.

ARTICLE II – DOCK MEMBERSHIP

There shall be available one Dock Membership per Eligible Property, but no property owner may hold more than one Dock Membership, irrespective of the number of Eligible Properties owned. The Dock Membership may be held by the property owner or, with the owner's consent, by a tenant living on the property full time. In all cases, Club Membership is a prerequisite for Dock Membership.

ARTICLE III – RIGHTS AND POWERS OF MEMBERS

Section 1. Members may vote at all Membership Meetings.

Section 2. Members are welcome and encouraged to attend Executive Board meetings and may be recognized to speak at the discretion of the chair.

Section 3. Any Member, not a Member of the Executive Board, who wishes to discuss an issue or introduce new business at an Executive Board meeting may not be denied the right to do so under the following rules:

- a) A Member may individually bring a matter before the Board under New Business on the agenda when present at a Board meeting. To propose specific action, whether present or not at a Board meeting, a written motion must be presented to the Board, and the Board must consider the motion as though the motion had originated with the Board.
- b) If a written motion is supported by a minimum of five current voting members, as attested by their respective signatures, the following additional rules shall apply:
 - 1) The Board, when failing a motion, must still, in all cases, bring the motion before the Membership at the next regular Membership Meeting for final disposition.
 - 2) Should the Board recommend against a motion from the Membership in its original form, any amendments recommended by the Board, to make it acceptable to the Board, must be approved by the sponsor. Otherwise, the original form of the motion must be brought before the Membership for determination, and, at such meeting, may be amended in any way.
- c) The Board, in deliberating a motion, shall invite its sponsor to speak in favor of said motion at a regularly scheduled Board meeting. The sponsor may also invite any number of other members who wish to speak in favor of the motion.
- d) If a member only wishes to discuss and consider an issue informally, such member may bring up such issue under the last agenda item, usually called "Good of the Order" or "Open Forum", if such agenda item is reached before adjournment.

ARTICLE IV – OFFICERS

Section 1. The Officers (“Officers”) of the Club shall be a President, a Vice President, a Secretary, and a Treasurer. These Officers shall perform the duties prescribed in these Bylaws and shall have all the powers and responsibilities customarily pertaining to their respective positions subject to the restrictions herein contained.

Section 2. The President shall preside at all meetings of this Club, and shall be an ex-officio member of all committees except the Nominating Committee. The President shall be responsible for:

- a) preparation of an agenda for each Board Meeting and for all Membership Meetings.
- b) preparing a budget for the upcoming fiscal year, with the assistance of the Treasurer.
- c) managing the dock lease with the Department of Natural resources.
- d) obtaining insurance as agreed by the Executive Board.

In motions presented before the Board, the President shall only cast a vote in the event of a tie.

Section 3. The Vice President shall perform the duties of the President in the absence of the President. Voting rights, while acting as President, shall be the same as for the President while presiding.

Section 4. The Secretary shall keep the minutes of all meetings of the Club, and shall make them available for posting to the Club’s website. Minutes shall include all motions and the resulting votes taken. In addition, the Secretary shall be responsible to review all website content, including the Agendas, Minutes, Articles of Incorporation, the Bylaws, and the Dock Rules, and to make sure such content is current.

The Secretary shall be responsible for maintaining the Club archival records in accordance with Article XVI of these Bylaws.

Section 5. The Treasurer shall handle the monies of the Club, making all collections of fees, dues, and special levies. The Treasurer is responsible for maintaining all membership and financial records including:

- e) a single-entry cash balance ledger recording all receipts and expenditures
- f) all bank statements
- g) all available receipts for services and fees
- h) an electronic listing recording the name and address of all members with their payment status as Club Members and Dock Members
- i) all contracts and loan documents

The Treasurer shall close the books at the end of the calendar year and prepare all records for audit.

The Treasurer shall provide a report of all transactions of the preceding period at each Board meeting and shall provide a financial status report at each Membership Meeting. The Treasurer shall also present a summary report of the Club’s Membership status at the Spring Membership Meeting, which report shall be an attachment to the minutes of said Meeting.

The Treasurer shall complete and submit all required annual filings with the Internal Revenue Service and the Washington State Secretary of State

The Treasurer shall not disburse any funds unless so authorized by the Membership approved budget or the Executive Board

All four Officers may be recorded as eligible signatories.

The Treasurer shall ensure that for all votes taken, only Members’ votes are counted.

The Treasurer shall issue an electronic gate key for the dock to each newly enrolled member, and shall issue a boat decal to every Dock Member, who must first be a Club Member.

ARTICLE V – DIRECTORS

Section 1. The Club shall have four (4) Directors. Three Directors shall have three (3) year terms, called Position #1, Position #2, and Position #3.

The fourth Director shall have a term of one year and be filled automatically by an outgoing President if such person wishes to continue on the Board. If the President is reelected, or is outgoing and chooses not to serve, then the position will be filled by election.

Section 2. All Directors shall attend meetings and participate in Board decisions. They should be willing to accept chairmanships of ad hoc committees as needed and be able to contribute fully to the management of Club business.

ARTICLE VI – EXECUTIVE BOARD

Section 1. The Officers and Directors together shall constitute the Executive Board.

Section 2. The Executive Board shall have general supervision of the affairs of the Club between its Membership Meetings to fix the hour and place of Meetings, approve the expenditure of funds per Article XIII, make recommendations to the Membership, and to perform such other duties as are specified in these Bylaws. The Board shall be subject to the votes of the Membership, and none of its acts shall conflict with motions passed by the Membership.

Section 3. All business requiring Board or Membership approval shall originate within the Executive Board or through the rules set forth in Article III, Section 3 or Article XXI. No meeting of Club Members, even with a quorum as defined in Article XII, Section 5, may circumvent the authority of the Board as defined in these Bylaws.

Section 4. In the absence of both President and Vice President, the Board shall appoint one of its Members to chair the meeting. In the absence of the Secretary, a Board Member or other qualified individual present shall be appointed to take the minutes of the meeting.

ARTICLE VII – BOARD INDEMNITY AND INSURANCE

The Club shall, indemnify each person who may serve or who has served at any time as an Officer of the Club, and/or their assigns, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Club; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Club and the indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer under this Article shall apply to such Officer with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Further, the Executive Board shall arrange to purchase both general liability, and Directors and Officers insurance in amounts that are adequate to protect the Club and Board members from monetary claims.

ARTICLE VIII – ELECTIONS

Section 1. All Members of the Executive Board shall be elected by the Membership, by ballot vote, except when only one candidate is nominated for a position, at the Fall Membership Meeting. Candidates receiving the most votes shall be elected.

Officers are elected for a one (1) year term.

The Directors with a three-year term shall be elected in succeeding years.

Position #1 shall be elected in every year, the last two digits of which are divisible by three with a remainder of one.

Position #2 shall be elected in every year, the last two digits of which are divisible by three with a remainder of two.

Position #3 shall be elected in every year, the last two digits of which divide evenly by three.

The one-year term Director will be automatically filled or elected as per Article IV, Section 1.

All newly elected Members of the Executive Board shall assume office as the last order of business in the December Board meeting and shall hold office for the elected term or until their duly qualified successors are elected, except that the outgoing Treasurer shall complete the books through the end of December.

Section 2. Nominees must be fully paid Members of the Club and may not be elected without their written or verbal consent.

Section 3. No less than thirty (30) days prior to the Fall Membership Meeting, the Secretary shall email to, and post on the website, a notice specifying the date, time, and location of said Meeting, and listing the names placed in nomination, if any are proposed. Before the election at the Fall Membership Meeting, additional nominations may be made from the floor.

Nominations do not require a second, and any Member in good standing may nominate himself or herself.

Section 4. Absentee ballots, which may only be cast for the election of Board Members, may be mailed to the Club address, 81 Alder Street, Quilcene, WA 98376. Any absentee ballots may also be delivered to any Board member, unopened, to be opened only at the time of the vote. The Treasurer shall assure no one voting by absentee ballot attends an election meeting to vote in person, unless said person first retrieves his or her unopened ballot from the Board.

Absentee ballots may also be delivered to any Board Member by any individual, acting on behalf of an absent Member, up to the time of the meeting.

All absentee ballots must have the name and signature of the Member on the cover envelope to positively identify the origin of the vote.

The secrecy of any absentee ballot is not guaranteed, since the paper used by the absentee voter may be different from the ballots used at the meeting. In the event of a tie and a subsequent revote, an absentee ballot may only be used repeatedly if the absentee status of the ballot is clearly evident to the vote counters.

Knowledge of the vote of an absentee voter obvious to those counting the votes shall not be divulged to others.

ARTICLE IX – VACANCIES

Section 1. If the office of President becomes vacant, the Vice President is granted authority, and is generally expected, to assume the position of President, and the office of Vice President shall become vacant. If the Vice President declines to continue as President, the office of the President shall be filled by another Board member who is elected by majority vote of the Board.

Section 2. All other vacancies on the Executive Board may be filled by majority vote of the Board with the written or verbal consent of the individual so elected.

Section 3. Anyone elected by the Executive Board to fill an unexpired term of more than one year, shall only serve until the next Fall Membership Meeting, at which time the Membership shall elect someone to finish the term.

Section 4. If the Auditing Committee, which is elected by the Membership, loses all of its members, the President is authorized to appoint replacements, with the majority approval of the Board.

ARTICLE X – REMOVAL OF OFFICERS AND DIRECTORS

Section 1. Officers or Directors may be removed from office as a result of non-participation, non-payment of Membership dues, financial malfeasance, demonstrated inability to function within Board standards of civil and friendly behavior, or inability to abide by these Bylaws.

Section 2. It is considered that Executive Board members, who are in the best position to judge without prejudice, shall act as the Investigative Committee considering the factuality of any behavior specifically addressed in Section 1 of this Article and shall also serve as the jury on behalf of the Membership with regard to the fitness of any Board member to continue in his or her office.

Section 3. The Board may remove an Officer or Director at any time under the following procedures:

- a) A written motion for removal, which must fully express on which grounds, delineated in Section 1 of this Article, such removal is deemed justified, is brought to the floor at a Board meeting by one or more Board members, or is submitted in a letter to the Board by one or more Club Members who are not Members of the Board.
A Board sponsored motion is to be acted on immediately. A letter, containing a motion to remove, received from one or more non-Board members, is to be read by the Chair in the next, or current Board meeting, and the Board may act immediately or choose to postpone action until the following Board meeting, as the Board may need time to process information.
- b) Such a motion to remove may be presented either in the presence or absence of the Member so confronted.
- c) The Board Member confronted must be given an opportunity to speak in his or her own defense. If present, the confronted Board Member must speak at the time the motion is on the floor. If absent, the motion must be communicated to the individual for a response. After the Board has received a full response, or in the absence of a response after such a time period as the Board deems sufficient, the Board may vote on the question of removal.
- d) The confronted Board Member has no vote. The remaining Board Members shall vote by ballot. Four affirmative votes are required to remove.
- e) If the vote is to remove, the confronted Member is given the option of submitting a letter of resignation, or of being sent a Board letter removing him or her from the Board.
- f) At any time, the Board may consider a negotiated option, if such option is presented and is reasonable.
- g) When a motion to remove is made, the confronted Member, if present, shall be asked to leave the room while the remaining Board Members discuss the issue. The confronted Board Member shall then be asked to return to present his or her position. This process may be repeated as necessary. A ballot vote shall then follow with the alleged offender present, and the verdict of the Board shall be stated by the President, or by another officer if the President is the object of the removal vote.

ARTICLE XI – MEETINGS

Section 1. Regular meetings of the Executive Board shall be held on the second Saturday of each month unless otherwise ordered by the Board.

The President, after consultation with the Board, may decide, whenever considered appropriate for the issues thought to be coming before the Board, and whenever the technology is deemed adequate, to allow virtual attendance of Board Members not physically present, through electronic means, which may include telephone conferencing, internet conferencing, or other similar techniques whereby individuals not physically present may fully participate in the meeting deliberations. Such virtual presence may be counted for the purpose of establishing a quorum.

Section 2. A Special Meeting of the Executive Board may be called by the President or any three (3) members of the Executive Board. Notice of the person or persons making the call, the time and place, and the exact purpose of the meetings must be emailed or otherwise delivered to all Board Members at least six (6) days prior to the meeting, except in case of emergency.

No business shall be transacted in a Special Board meeting except that stated in the notice.

Section 3. There shall be two regular Membership Meetings. The first, held on the second Sunday in April, except in years when Easter is the second Sunday in April in which case it will be held on the third Sunday in April, unless otherwise ordered, and which shall be called the Spring Meeting, shall be for the purposes of:

- a) Hearing the report of the Auditing Committee
- b) Hearing Officers' and / or committee reports
- c) Approving the annual budget
- d) Considering and voting on any amendments to the Articles of Incorporation, Bylaws, or Dock Rules; and for
- e) Any other business which the Board wishes or is obligated to bring before the Membership for a vote.

The second, on Sunday of Labor Day weekend, called the Fall Meeting, shall be for the purposes of:

- a) Electing Officers and Directors
- b) Electing the Auditing Committee
- c) Receiving reports of Officers and / or committee chairs
- d) Considering and voting on any amendments to the Articles of Incorporation, Bylaws, or Dock Rules; and for
- e) Any other business that the Board wishes or is obligated to bring before the Membership for a vote.

Section 4. The Membership Meetings may be held, in whole or in part, via electronic methods if there is a currently declared State of Emergency in Washington State that covers Jefferson County, a State of Emergency declared in Jefferson County, or in person meetings are otherwise prohibited.

Section 5. A Special Meeting of the Membership may be called by the President with the majority approval of the full Executive Board, or by written request of ten (10) Club Members, which may include Members of the Executive Board. Notice of the persons or persons making the call, the time and place, and the exact purpose of the meeting must be emailed to all Club members at least ten (10) days prior to the Meeting, except in case of emergency.

No business shall be transacted in a Special Membership Meeting except that stated in the notice.

Section 6. Five (5) members shall constitute a quorum for a meeting of the Executive Board.

Fifteen (15) members of the Club, which shall include members of the Executive Board, shall constitute a quorum for a Membership Meeting.

At all meetings, a quorum shall be sufficient to conduct all business except where expressly directed otherwise in these Bylaws.

ARTICLE XII – COMMITTEES

Section 1. The President may appoint a Nominating Committee to make nominations of candidates to stand for election to the Executive Board. This Committee would make an informational report to the Executive Board no later than its July meeting so election notices may be sent per Article VIII, Section 3, and shall then present the slate of nominees, if any, to the Membership at the Fall meeting.

Section 2. An Auditing Committee of two members shall be elected by the Membership at the Fall meeting, whose duty it shall be to audit the Treasurer's accounts for the past calendar year after the end of said calendar year.

Though elected by the Membership, this committee shall report to the Executive Board prior to the Spring Meeting, with an informational report being made to the Membership at the Spring meeting.

The first person nominated, of those elected, shall be the chairperson.

Section 3. Such other committees, standing or special, may be established by the Executive Board as deemed necessary to carry out the work of the Club.

The duties and responsibilities of each Committee must be written and approved by the Board prior to the creation of the Committee. The written duties and responsibilities must be reviewed annually at the beginning of each year and may be amended, from time to time, by majority vote of the Board.

The President is responsible to appoint the chairperson of all Board committees established and may call for the removal and replacement of chairpersons. The Board, however, must approve all appointments and removals by majority vote.

Committee chairpersons shall be responsible to recruit others to help as needed.

Committee chairpersons or representatives are expected to report committee activity to the Board, or may, if acceptable to the Board, submit a written report to the Board via email.

All committees shall report to the Board.

ARTICLE XIII – FISCAL YEAR, SOURCE AND USE OF FUNDS

Section 1. The fiscal year of the Coyle Community Club shall begin at the start of the Spring Membership Meeting and end at the start of the following Spring Membership Meeting.

Section 2. An annual budget, prepared by the Treasurer and the President, shall be submitted to the Executive Board for approval prior to the Spring Meeting, and shall then be submitted at the Spring Meeting for approval by the Membership.

The budget shall include a report from the Treasurer of the current Club balances and any projections of revenue expected in the upcoming fiscal year.

Budget figures approved by the Membership represent a maximum that the Board may spend, and do not constitute a directive to spend said funds. No funds for the new fiscal year may be spent until after the budget is approved by the Membership.

Section 3. Funds for any special project requiring services can only be spent after budget approval by the Membership. If a special project requires a contract beyond a standard estimate or price quotation, the contract shall be reviewed and approved by the Board prior to execution. Contracts may be signed by the President, the Vice President, or the Treasurer. For special projects being managed by a committee Chairperson, such a Chairperson shall not exceed the budget for the special project without approval of the Board.

Section 4. Funds from Club initiation and dues, from dock fees, and all other sources not specifically dedicated by a vote of the Membership, are not segregated and may be expended for all uses of the Club as voted by the Membership.

Section 5. Board Discretionary Funds shall be a separate category in each approved budget.

Section 6. Expenditures exceeding the total budget require Membership approval. However, savings in one budget category may be applied to another budget category, except to increase Board Discretionary Funds expenditures, but only to fulfill the intended purpose of said category that is exceeding its original budget.

Section 7. The Executive Board may vote to raise funds other than Club dues, fees, or surcharges, during the present fiscal year to be expended in the present fiscal year, without Membership approval, for items not used, owned, or directly benefiting the Club, such as for charitable giving, to support another organization, or for reward funds.

The Board may also initiate fund raising for Club purposes, though such funds raised may not be spent without Membership approval. Such fund raising shall not require any mandatory charge upon members.

Section 8. Funds held beyond current needs may be invested in risk free investments offered by a bank or credit union located in the United States.

Section 9. The Executive Board may establish targeted funds for long-term projects and needs. For such long term projects that require multiple years of fund raising, the Board may include a separate category on the Membership approved budget.

ARTICLE XIV – BIRCH STREET DOCK

Section 1. The Coyle Community Club is the owner of Tideland Lease No. 20-B09466 in Fisherman Harbor abutting the Churchill Coyle Properties, and exclusive owner and operator of the dock, access ramp, boat launch ramp, and all gates situated thereon. Dock Rights (“Dock Rights”) include rights to launch a boat from a trailer requiring the launch ramp and mooring at a slip on the dock. The Executive Board is responsible for ensuring compliance with the Tidelands Lease in all respects.

Section 2. The Executive Board is responsible to assess the repair, maintenance, and improvement needs of the Dock, and Birch Street, and to propose a budget that addresses those needs – up to and including any potential long term dock replacement needs. Other than for minor repairs or improvements funded from Board Discretionary Funds, all monies expended for the dock shall be approved within the annual budget.

Section 3. The Executive Board shall publish Dock Rules, which include the dock fees and rules governing delinquency, in a separate document. Dock Rules shall be posted on the Club’s website and at the Dock.

ARTICLE XV – COMMUNITY ROADS AND DRAINAGE

Section 1. The Club may administer a program for the maintenance of the community roads and drainages within the Churchill-Coyle Properties.

Section 2. A fund may be established for the maintenance of community roads, which may include resurfacing to repair washouts, potholes, and corduroyed sections. This fund may also be used for maintenance of proper drainage, involving the cleaning of ditches, the clearing and installation of culverts as needed, the diversion of flood waters and heavy run-off, and any other remedy required to keep the community roads open, useable, and protected from storm damage.

Section 3. The Club may assist resident-initiated road projects with their separate fund-raising solicitations, by collecting funds, and expending those funds for road maintenance consistent with such resident-initiated projects. Such funds raised that are not Club membership or Dock Fees shall not require Membership approval prior to expenditure.

ARTICLE XVI – ARCHIVAL RECORDS

Section 1. Two copies of the archival records of the CCC, and/or a digital copy that is maintained by Club, shall be kept current by the Secretary. For paper records, one copy shall be in the custody of the President, and one copy shall be in the custody of the Secretary.

Section 2. The records shall include:

- a) minutes of all Executive Board and Membership Meetings for the past three years
- b) the current Articles of Incorporation and Bylaws, as well as any previous versions of those same documents to the extent that they are in possession of the Board
- c) a copy of the current Tidelands Lease Agreement
- d) copies of all significant documents such as contracts, agreements, records of litigation and legal research, titles, easements, etc.

Section 3. Digital or paper copies of the Archival Records must be available for review by any member so long as the Board is given reasonable notice as to what Archival Records the member wishes to review and is given reasonable time to collect them.

Section 4. Other than the list in Section 2, the Board may vote to include any other document that is judged to have a significant archival value.

ARTICLE XVII – WEB SITE

Section 1. The Executive Board shall ensure that the CCC has an actively registered and functioning website.

Section 2. The Secretary shall oversee content included on the website and ensure that such content shall be kept current.

Section 3. The website shall not include chat room or comment functionality.

ARTICLE XVIII – OUTSIDE PROPERTIES

Section 1. The Agreement of Compromise, Jefferson County Superior Court No. 8785, signed July 7, 1979, and recorded into Jefferson County records on January 30, 1995, Volume 521, pages 492-495, calls for the rescission of certain easements and quit claims created originally as a device to gain dock rights for owners of properties outside the Churchill-Coyle Properties (CCP). This document has also been interpreted to grant dock rights to certain individuals who did not own property within the CCP, but who had appended such rights to the title of property owned outside the CCP by March 27, 1976.

This aforementioned document has serious legal ambiguities and oversights, which are addressed in the Statement of Position, recorded January 25, 2010, in the records of Jefferson County, Volume 667, pages 567-569, which defines the position of the CCC regarding Dock Rights for owners of outside properties, and for owners of easements and subdivided lots within the CCP.

Section 2. The properties outside the CCP that have dock rights, by reason of recorded title granting such rights, are the following:

Parcel numbers: 601284002, 601284006, 601284008, 601284009, 601284014, 601284020, 601284016

Section 3. All properties outside the CCP that carry Dock Rights shall be subject to the same regulations and fees as dock users within the CCP. In all cases, Club Membership is a prerequisite for Dock Membership.

ARTICLE XIX – PARLIAMENTARY AUTHORITY

Section 1. In circumstances which are not addressed in these Bylaws, the rules contained in the current edition of Robert's Rules of Order may be utilized to govern the Club's meetings.

ARTICLE XX – BOARD PROPOSED AMENDMENT OF BYLAWS AND DOCK RULES

Section 1. The Board may propose to the membership that the Club's Bylaws or Dock Rules be amended so long as the Board has approved a motion to propose such amendments at a regularly scheduled Board meeting.

Section 2. For a Board proposed amendment to the Bylaws or Dock Rules to be properly presented to the Membership for a vote, at least thirty (30) days prior to the Membership Meeting the full text of the amendment or amendments must be:

- a) Emailed to all members with email addresses on file with the Treasurer
- b) Posted on the Club's web site

Section 3. At any Spring or Fall Membership Meeting where it has been determined by the Executive Board that an amendment or group of amendments have been properly presented for consideration, the President shall call for, in order, the following:

- a) Discussion of the proposed amendment or amendments where any member, including any member of the Executive Board, shall have the opportunity to speak either for or against the amendment or group of amendments
- b) Member motions related to modifying any of the Board proposed amendment or amendments shall require a two thirds affirmative vote to pass
- c) A vote to adopt the proposed amendment or amendments by the members present at the meeting
- d) For Board proposed amendments to take effect, the amendments must receive an affirmative vote of two thirds of the members present at a Membership Meeting.

Section 4. Each amendment or group of amendments that has been adopted by the membership must be recorded in the Amendment Log (if applicable) and shall be effective as of the close of the respective Membership Meeting.

ARTICLE XXI – MEMBER PROPOSED AMENDMENT OF THE BYLAWS AND DOCK RULES

Section 1. Members have the right to propose amendments to the Bylaws and Dock Rules.

Section 2. Members must first bring the proposed amendment to the Board for consideration at a regularly scheduled Board meeting.

Section 3. If the Board, via motion, approves of the amendment, the proposed amendment will become a Board proposed amendment.

Section 4. If the Board does not approve of the amendment and the member would still like the amendment to be presented for consideration at a membership meeting, the Board has the responsibility, at least thirty (30) days prior to the Membership Meeting at which the amendment will be presented, to:

- a) Email the complete text of the member proposed amendment or amendments to all members with email addresses on file with the Treasurer
- b) Post the member proposed amendment or amendments on the CCC web site

Section 5. Consideration of, voting for or against, and adoption of member proposed amendments shall follow the same steps as outlined in Sections 3, 4, and 5 of Article XX of these Bylaws.

AMENDMENT LOG

Date: Article/ Change: