

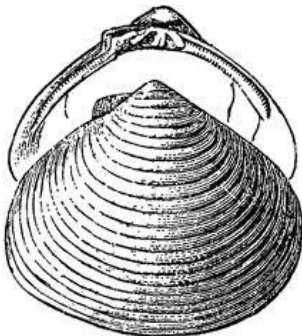
**ARTICLES  
OF  
INCORPORATION**

**AND**

**BYLAWS**

**COYLE COMMUNITY CLUB**

2021~~10~~ EDITION



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# ARTICLES OF INCORPORATION OF COYLE COMMUNITY CLUB, INC.

INCORPORATED AUGUST 19, 1973

2021~~10~~ EDITION

## ~~KNOW ALL MEN BY THESE PRESENTS:~~

~~That we the undersigned, each being a citizen of the United States and resident of the State of Washington, and being over the age of twenty one (21) years, being desirous of forming the association for the objects and purposes hereinafter specified and set forth, do hereby associate ourselves together for the purpose of forming an association under and by virtue of the laws of the State of Washington and do hereby make, subscribe, execute, and acknowledge in triplicate these Articles of Incorporation.~~

## 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 ~~Regular~~ 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, with Washington State Unified Business Identification No. (UBI) 601820900.

## ARTICLE II – PLACE OF BUSINESS

The ~~principal~~ 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 ~~Carol Robinson, c/o Coyle Community Club, 81 Alder St, Quilcene, WA 98376~~ 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 ~~C~~corporation is formed ~~are as follows~~ may includes the following:

1. To do ~~all~~ things necessary and proper that are permitted by the laws of the State of Washington to benefit the community well-being for ~~all~~ present and future owners of lots within the Churchill-Coyle Properties (“CCP”).
2. To represent and support ~~all the~~ owners within CCP in ~~all~~ 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 E~~ncourage 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 ~~all community Club~~ owned recreational facilities.
6. In accordance with the wishes of the membership, ~~to~~ allocate funds toward the maintenance of ~~all~~ 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 ~~B~~bylaws and other rules and regulations of the ~~Club~~corporation.
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 ~~public debt securities of the United States, obligations of a State or local government, and time or demand deposits~~ risk free investments offered by of a bank or ~~insured~~ 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 ~~by owners of properties inside the CCP boundaries, and by owners of properties outside the CCP whose property titles grant use of the dock and launch ramp.~~

## 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 ~~Corporation~~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 ~~Corporation~~Club.

## ARTICLE VI – CORPORATION MANAGEMENT

The affairs of the ~~Corporation~~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 ~~Corporation~~Club.

## ~~ARTICLE VII – INDEMNITY OF BOARD~~

~~\_\_\_\_\_ No Executive Board member shall be personally liable to the Coyle Community Club or its members for any action or failure to act as a Board member, unless such action or failure to act involves:~~

- ~~1. \_\_\_\_\_ intentional misconduct by the Board member,~~
- ~~2. \_\_\_\_\_ a knowing violation of law by the Board member, or~~
- ~~3. \_\_\_\_\_ any transaction from which the Board member personally receives a benefit in money, property,~~
- ~~or~~
- ~~4. \_\_\_\_\_ services to which the Board member is not legally entitled.~~

## ARTICLE VII~~I~~ – 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 ~~or otherwise delivered, to all Club members sixty (60~~thirty (30) days prior to the Membership Meeting at which they will be considered.

## ARTICLE VIII~~XI~~ – 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 RCW 24.03.255, et seq., 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~~10~~ 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 are is a maximum of ~~two~~one Club Memberships with two Members arising from Ownership and ~~two~~one Club Memberships with two Members arising from Tenancy.

Section 1. Membership (“Club Membership” or “Membership”) in the Coyle Community Club shall be open to all property owners and spouses of the Churchill Coyle Properties, to all outside property owners eligible for dock rights per Article XVII, and to renters per Section 6 of this Article. In all cases of multiple ownership of a

~~parcel, or of the rental of a parcel, a maximum of two Club Memberships for owners and two Club Memberships for renters is allowed.~~

~~All new members shall receive a current edition of the Articles of Incorporation and the Bylaws of the CCC (“Bylaws”).~~

Section 25. Each Member (“Club Member” or “Member”), shall have one (1) vote, irrespective of the number of parcels owned or rented.

Section 63. Club Membership fees, for those owners wishing to become members, are assessed by the parcel, and 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 74. 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 85. 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, ~~also a 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 6. Anyone leasing or renting a lot and residing full time on same is eligible for Club Membership under Section 1 of this Article, except that any renting Member must be at least 18 years of age and must be a signatory of the lease or rental agreement. The owner(s) of said lot also retain Membership eligibility per Section 1 of this Article.~~

Section 9. For Eligible Properties; that and 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, ~~(“Membership Meeting” or “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.



- ~~1)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:
- ~~2)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.
- ~~3)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.
- ~~b)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.
- ~~e)~~ ~~If a motion is to be brought before the Membership, it must be presented to the Board in such timely fashion that the Board shall have time for one regularly scheduled Board meeting prior to the next Membership Meeting at which such issue may be considered.~~
- 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 ~~and earlier~~ 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 by the parliamentary authority adopted by the Club,~~ 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) ~~\_\_\_\_\_The President shall be responsible for~~ preparation of an agenda for each Board Meeting and for all Membership Meetings.
- b) ~~\_\_\_\_\_The President, with the assistance of the Treasurer, shall be responsible for~~ preparing a budget for the upcoming fiscal year, with the assistance of the Treasurer.
- c) ~~\_\_\_\_\_The President shall be responsible for securing and managing the dock lease with the Department of Natural resources.~~
- d) ~~\_\_\_\_\_The President shall be responsible for 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 ~~(as prescribed in parliamentary rules),~~ 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. in books provided for that purpose, and shall at all times keep the minutes of the Club open to the inspection of all members. ~~The Secretary shall be responsible for notifying all Members of all notices and newsletters as directed by the Board, and shall handle all correspondence.~~

~~\_\_\_\_\_The Secretary shall be in charge of any safe deposit box, and shall keep on hand an inventory of its contents.~~

~~\_\_\_\_\_The Board may authorize a petty cash fund to be kept by the Secretary from which the Secretary may disburse funds on his or her own authority to pay for Secretary’s expenses. Such fund will be appropriated from Board Discretionary Funds (Article XI), and the Board shall determine its amount and replenishment.~~

The Secretary shall be responsible for maintaining the Club archival records in accordance with Article ~~XVII~~ 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 shall be kept as follows including:~~

- ~~a) a single-entry cash balance ledger recording all receipts and expenditures~~
- ~~b) a deposit register book~~
- ~~c) all bank statements and records~~
- ~~g) all available receipts for services and fees~~
- ~~d) an electronic listing recording the name and address of all members with their payment status as Club Members and Dock Members. (See Article XII, Birch Street Dock).~~
- ~~e) —~~
- ~~f) a ledger recording the name and address of all members with their payment status as club~~
- ~~g) 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 or the Membership. The Treasurer may use electronic banking and bill payment options for specific routine operational expenses and other transactions as authorized by the Executive Board. The Board may authorize the Treasurer to obtain a debit card to facilitate pre-approved retail and online purchases.~~

~~The Board may authorize a petty cash fund to be kept by the Treasurer from which the Treasurer may disburse funds on his or her own authority to pay for Treasurer's expenses. Such fund will be appropriated from Board Discretionary Funds, and the Board shall determine its amount and replenishment.~~

~~The signature of any Officer is required on all checks.~~ All four Officers may be recorded as eligible signatories.

The Treasurer shall ensure that for all votes taken ~~by ballot~~, only Members' ~~receive a ballot~~ votes are counted.

The Treasurer shall issue ~~or activate~~ 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. Dock Members ("Dock Members"), who must first be Club Members, shall additionally receive boat decals in accordance with the Dock Rules ("Dock Rules" or "Rules"), published in a separate document.~~

~~The Treasurer shall also be responsible for mailing current copies of the Articles of Incorporation and the Bylaws to all new Members, and amendments only, if any were enacted in the preceding year, to renewing Members.~~

## ARTICLE ~~VII~~ — DIRECTORS

Section 1. The Club shall have four (4) Directors ~~("Directors" or "Director")~~. 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 ~~all~~ meetings and participate in Board decisions. They should be willing to accept chairmanships of ad hoc committees as needed and ~~be able to, and~~ contribute fully to the management of Club business.

~~\_\_\_\_\_The one year term Director shall take an inventory at the end of the calendar year of all Club property such as tables and chairs, kitchen items and appliances, building materials, etc., and such inventory list shall be reported to the Board and turned over to the new or continuing President.~~

## 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 ~~XIIIH~~, make recommendations to the Membership, and ~~shall to~~ perform such other duties as are specified in these Bylaws. The Board shall be subject to the ~~orders votes~~ of the Membership, and none of its acts shall conflict with ~~decisions made 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 IX, Section 4 or Article XXII~~. No meeting of Club Members, even with a quorum as defined in Article ~~XIIIX~~, 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 if 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 ~~VIIIVIII~~ – 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. ~~Within No less than~~ thirty (30) days prior to the Fall Membership Meeting, the Secretary shall email to, ~~and post on the website, or otherwise provide for all Members,~~ a notice specifying the date, time, and location of said Meeting, and listing the names placed in nomination, if any, ~~by the Nominating Committee are proposed.~~ Before the election at the Fall Membership Meeting, additional nominations may be made from the floor.

~~As per the Club's parliamentary authority, nominations~~ Nominations do not require a second, and any Member in good standing may nominate himself or herself.

Section 4. Absentee ballots, ~~used for candidates only which may only be cast for the election of Board Members, should may~~ be mailed to the Club address, 81 Alder Street, Quilcena, WA 98376. Any absentee Bballots ~~shall then be delivered to the Secretary~~ may also be delivered to any Board member, unopened, to be opened only at the time of the vote. The ~~Secretary-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 ~~Secretary Board~~.

Absentee ballots may also be delivered to ~~the Secretary~~ 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 IXXVII – 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. ~~However, if the Vice President declines to continue as President, such individual may remain in the office of Vice President leaving the position of President vacant~~ 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 ~~shall~~ 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 ~~XVIII~~ – 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, of persistent demonstrated~~ inability to function within Board standards of civil and friendly behavior, ~~or inability to abide by these Bylaws, or for malfeasance in office involving financial misappropriations, acting contrary to Board directives, committing unauthorized acts which undermine the mission of the Club, or for other illegal acts under civil law.~~

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 removed, 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 ~~a time generously sufficient~~ such a time period as the Board deems sufficient, the Board may vote on the question of removal.
- d) The confronted ~~individual~~ Board Member has no vote. The remaining Board Members shall vote by ballot. ~~Five-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 ~~affected-confronted~~ Member, if present, shall be asked to leave the room while the remaining Board Members discuss the issue. The ~~affected-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 ~~XIX~~ – 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 ~~M~~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. ~~At least three Board Members must actually be present at the site of the meeting.~~

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, by the Secretary, to~~ 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) ~~H~~earing the report of the Auditing Committee
- b) ~~, for H~~earing Officers' ~~and / or committee~~ reports
- c) ~~, A~~pproving the annual budget
- d) ~~, for electing the Nominating Committee, for e~~Considering and voting on any amendments to the Articles of Incorporation, Bylaws, or Dock Rules; ~~and for~~
- e) ~~, and for a~~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) ~~e~~Electing Officers and Directors
- b) ~~, e~~Electing the Auditing Committee
- c) ~~, receiving Receiving~~ reports of Officers ~~and / or committee chairs,~~
- d) ~~e~~Considering and voting on any amendments to the Articles of Incorporation, Bylaws, and or Dock Rules; ~~and for~~
- e) ~~for a~~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 54. 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, or otherwise delivered, by the Secretary,~~ 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 65. 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 ~~meeting of the Membership~~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. ~~A Nominating Committee, not to exceed three members, shall be elected by the Membership at the Spring Meeting. Officers and any Director whose term is expiring in the present year shall not be eligible. It shall be the duty of this committee to identify, approve qualifications of, and recruit candidates for the offices to be filled at the Fall meeting. The The President may appoint a Nominating Committee to may make formal nominations of candidates or choose to only offer select information to stand for election to the Executive~~

~~Board, if any, about candidates that the Committee feels would benefit the Membership to know. All nominations would then be accepted from the floor.~~

~~\_\_\_\_\_~~ This Committee ~~shall~~would make an informational report to the Executive Board no later than its July meeting so election notices may be sent per Article ~~VIII~~VI, Section 3, and shall then present the slate of nominees, if any, to the Membership at the Fall meeting.

~~\_\_\_\_\_~~ ~~The first person nominated, of those elected, shall be the committee chairperson.~~

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 should 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 ~~established~~ 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.

~~\_\_\_\_\_~~ ~~Membership on committees, including the position of chairperson, shall be open to all Club Members, except as excluded in Section 1 of this Article, or if the Board, by majority vote, requires a Board Member to chair the committee.~~

~~\_\_\_\_\_~~ Committee chairpersons or representatives are expected to ~~attend each report committee activity to the Board Meeting to present a Committee Report during the existence of the committee, or may, if acceptable to the Board, submit a written report to the Board via email.~~

All committees shall report to the Board, ~~except the Nominating Committee, which reports to the Membership.~~

## ARTICLE ~~XIII~~IV – 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 sheet 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 allocate spend said funds. No funds for the new fiscal year may be allocated spent until after the budget is approved by the Membership.

Section 3. Funds for any special project requiring ~~professional services shall can only~~ be allocated spent only after budget approval by the Membership, upon receipt of a signed contract and provider invoice. ~~Such~~ 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, contracts shall be signed by the President, Vice President, and Treasurer. In the absence of any of the above Officers, each may appoint another Member of the Board to sign on their behalf. 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. The limit of funds that the Executive Board may expend in the fiscal year, on its own authority, shall be established in the annual budget, and shall be called Board Discretionary Funds. 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.

~~———— All purchases or other expenditures for the Club must be approved in the annual budget or in a special mid-year meeting of the Membership called for the purpose of amending the budget.~~

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. ~~“no risk” time deposits including Money Market Funds, Certificates of Deposit (CD’s), US public debt securities. The Executive Board is responsible to review investments and choose those investments that maximize returns, while maintaining practical levels of liquidity.~~

Section 9. The Executive Board may establish dedicated 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. As available revenue allows, the Board may allocate funds annually to all dedicated accounts to ensure sufficient long term balances or amounts sufficient to meet coming year emergencies or other unforeseen expenditures. Such funds shall be separated on the Club balance sheet.

## ARTICLE ~~XIV~~XV – BIRCH STREET DOCK

Section 1. The Coyle Community Club is the owner of Tideland Lease No. 20-~~009466~~B09466 in Fisherman’s 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 shall publish dock regulations, establish fees, and set rules governing delinquency, in a separate document. The Board shall deliver a copy to each Club member with launching and mooring privileges, and shall post a current copy in a visible location at the dock.~~

~~———— Such rules and fees for use of the dock and launch ramp shall be approved by the Membership.~~

Section 23. 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. assure that the dock is well maintained, members are using it in accordance with the Dock Rules, and that the physical assets and the liabilities are adequately insured. 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 4. The Dock Rules and fees may be amended in the following ways: Notice of proposed amendments to these rules or fees shall be given at the Fall Membership Meeting for consideration by the Membership at the Spring Meeting~~

~~Such proposed amendments, first presented in the Fall Meeting, may be amended by the Membership at the Spring Meeting, and shall require a majority vote for passage.~~

~~Other amendments to the Dock Rules or fees, unrelated to any for which Notice was given in the Fall, may be brought to the floor by a Club member at the Spring Meeting, without Notice, upon gaining the attention of the chair. Such motions from the floor may then be amended by majority vote, but the final form of the motion requires a three quarter vote for passage.~~

~~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 XVIII – COMMUNITY ROADS AND DRAINAGE

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

~~Section 2. A dedicated fund may be established and funded 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 CCC may engage itself, as it may help, to arbitrate any easement dispute regarding the use of the roads for ingress and egress, to ensure that encroachments that have a credible potential to bring harm are settled, and that water lines and meters are accessible when needed. The operating principle shall encourage Members to avoid infringement over road boundaries or water lines, but not to enforce easements until a clear service or access need arises or as an issue of safety.~~

~~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 XVIIII – ARCHIVAL RECORDS

~~Section 1. Two identical sets of the Two copies of the archival records of the CCC, and/or a digital copy that is maintained by Club, of the CCC shall be kept current by the Club Secretary, and shall be kept and protected by the current President and the current 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 mMeetings for the past three years, after which time full minutes will be discarded and an approximate one page synopsis of significant action for that year will be entered and kept indefinitely, including such items as any Bylaw changes, any major projects completed, any legal involvements, and a record of the Board Members, etc.~~
- ~~b) all published editions of the Bylaws and Articles of Incorporation, which bring all amendments up to date, and copies of all amendments to Club documents since the last publishing 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 establishing documents~~

e)d)copies of all significant documents such as contracts, agreements, records of litigation and legal research, titles, easements, etc.

Section 3. ~~Both copies of the Archival Records are to be presented for view by Club Members, in fully updated form, at each Spring Meeting. Digital or paper copies of the Archival Records should~~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.~~CCC may establish and maintain a Member only web site or email list for the purpose of transmitting relevant Club business and educational information to the Membership.~~

Section 2. ~~Those members not enrolled on the site will still receive all notices and general information by mail. Those on the site will only receive electronic transmissions of the same documents. The Club may require notice from each Member, in special cases, that a transmission was received.~~The Secretary shall oversee content included on the website and ensure that such content shall be kept current.

Section 3. ~~The site may, at the discretion of the Board, screen all transmissions, or none. Its normal default setting allows any member to post any message. If it is thought necessary, due to abuse, the Board may change the setting to require that all posts be monitored.~~The website shall not include chat room or comment functionality.

Section 4. ~~Rules of Use:~~

- ~~a) The CCC has sole authority over the management of the site, and of what is sent to the general membership.~~
- ~~b) All opinion posts shall demonstrate civility and respect for others. A post may not contain any vulgarity, defamatory adjectives, direct or implied insults, or direct personal attacks.~~
- ~~c) In the event that posts are screened, any opinion piece or essay must be approved by the Board designated site manager.  
————— In uncertain cases, the site manager may consult with one or more of the other Members of the Board. A decision not to post an email must be communicated to the writer with a reason, along with a suggestion of what may be changed to gain approval.  
————— No post may be denied on the grounds that it disagrees with a Board position or the position of a Member of the Board.  
————— Any Member may appeal to the full board for approval to send a particular document, which shall be ruled upon by a majority vote.~~

## ARTICLE XVI – HONORARY MEMBERSHIPS, IN-MEMORIUM, AND CHARITABLE CONTRIBUTIONS

Section 1. ~~Honorary Membership in the Coyle Community Club may be granted to a non-qualified property owner by majority vote of the Membership for whatever meritorious, charitable, or economic reasons the Membership may deem appropriate. No action under this section by the Membership shall be deemed to establish the force of precedent.~~

~~————— Honorary Members are granted the right to speak in meetings under the same rules as Members, but may not make motions or vote.~~

~~Section 2. At the death of a Member, the Club may send a card or letter of sympathy to the bereaved, and shall, in any subsequent newsletter make mention of the deceased, indicating where contributions from individual Members may be sent, as the family may request.~~

~~Section 3. Charitable contributions, taken from Membership funds and not raised per Article XI, Section 7, paragraph 1, shall be budget items voted on by the Membership, or may be expended from discretionary funds of the Board.~~

## ARTICLE ~~XVIII~~VIII – 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~~XVIII – 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 shall may be utilized to govern the Club's meetings, in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws or any special rules of order the club may adopt.~~

## ARTICLE ~~XXIV~~XXIV – 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. 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 45. 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.

~~These Bylaws may be amended by a two thirds vote of Members present at the Fall Membership Meeting, provided:~~

- ~~a) A notice of the proposed amendment(s) to these Bylaws be given at the Spring Membership Meeting, and copies of the proposed Bylaws be mailed, or otherwise delivered, to all Club members within thirty (30) days prior to the Fall Membership Meeting where Bylaw proposals will be acted upon by the Membership.~~
- ~~b) The Executive Board has determined that the proposed amendment is compliant with Washington State regulations (refer to the Washington Nonprofit Handbook).~~

## ARTICLE XXII – 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:

~~Sept. 4, 2011 — Bylaw Article I Section 3 Annual Dues increased to \$70 (effective 2012)~~

~~Sept. 1, 2013 — Bylaw Article XI Section 1 second paragraph added to allow for Exec Board meeting attendance via electronic means.~~

~~Sept. 6, 2015 — Bylaw Article XVII Section 3 regarding membership rights specifically for D. and J. Stahlman while owners of parcel 601273004. This section is removed entirely and Section 4 is renumbered.~~

~~Sept. 4, 2016 — Bylaw Article III Section 5 regarding officer duties of the treasurer. The section was modified to allow for electronic banking and removed the mention of membership cards. Also two officer signatures is no longer required.~~

~~Sept. 3, 2017 — Bylaw Article XIX Section 1 regarding amendment of bylaws. A second provision was added that requires the executive board to determine that proposed amendments are compliant with Washington State regulations.~~

~~April 8, 2018 — Articles of Incorporation, Article I regarding the designation of non profit corrected from 501(e)(3) to 501(e)(7).~~

~~April 8, 2018 — Articles of Incorporation, Article X regarding the term of existence changed from 50 years to perpetual.~~