



**Return Name and Address –**

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**DOCUMENT TITLE –** Amendment to Bylaws of Admiral's Cove  
Beach Club

**REFERENCE NUMBERS -** 4460424  
4439938  
4421143  
4392786  
4385646  
4332027  
95019024  
80006872  
397894  
4517237

**GRANTOR –** Admiral's Cove Beach Club

**GRANTEE –** Public

**LEGAL DESCRIPTION -** Admiral's Cove Subdivision Divisions 1-7

# **ADMIRAL'S COVE BEACH CLUB BYLAWS 2023**

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# **ADMIRAL'S COVE BEACH CLUB BYLAWS 2023**

## **ARTICLE I – NAME**

### SECTION 1: NAME

The name of this club shall be the Admiral's Cove Beach Club, hereinafter referred to as the Club.

## **ARTICLE II – OBJECT**

### SECTION 1: OBJECT

The object of the Club shall be to:

- a. Provide and operate athletic, social and recreational facilities for the benefit of the members.
- b. Procure, maintain, operate, and protect the recreational and associated safety concerns of the members of Admiral's Cove Beach Club consistent with the responsibilities delineated under the Articles of Incorporation, these Bylaws, Island County, Washington State and Federal law.

## **ARTICLE III – MEMBERSHIP**

### SECTION 1: MEMBERSHIP CONDITIONS

- a. All Property Owners in the Admiral's Cove Subdivision, Division 1 through 7 are Members.
- b. Individuals, families, owners of vacation rentals and/or other guest accommodations not owning property in the Admiral's Cove Subdivision, Division 1 through 7 may apply for Associate Membership(s), each to be used by a single individual or family at any given time. Associate Memberships are valid for a calendar year and entitle holders to club privileges as described in ARTICLE III, SECTION 4. The Board of Directors shall establish annually the Associate Membership fees commensurate with Member's dues and assessments. Associate Members have no voting rights. The number of Associate Memberships is limited to 50.

## SECTION 2: GOOD STANDING

To be in Good Standing a Member must be current in payment of all monies owed to the Club, including dues and assessments, and any applicable fees or interest, or current on an approved payment plan for same, and not have been suspended. Tenants will be considered in Good Standing if their property owner (Member) is in Good Standing.

## SECTION 3: ADDRESSES FOR NOTIFICATION

Every Member shall furnish the Club with a current postal address. Members are encouraged to also provide email address(es). All ACBC Bulletins and Newsletters will be distributed only by email and posted on the website and bulletin board.

## SECTION 4: ENTITLEMENT TO CLUB PRIVILEGES

Members in Good Standing, their Tenants, Associate Membership holders, and their Tenants, including their families [defined as parents, grandparents, children and grandchildren and their spouses/partners] are entitled to privileges of the club subject to the rules adopted by the Board of Directors. All of the above shall be entitled to use the pool facilities upon payment of user fees as determined by the Board of Directors and may rent the Shelter under conditions set forth by the Board of Directors. All other people will be considered guests and may receive privileges of the Club when accompanied by a Member in Good Standing, their Tenants, an Associate Membership holder, and their Tenants. All accompanied guests shall be required to pay fees for the use of the swimming pool as determined by the Board of Directors. Members Not in Good Standing are not permitted to use the club facilities individually but may be a guest of a Member in Good Standing hosting a function at the Shelter (not including use of the pool).

## SECTION 5: TERMINATION BY SALE OR TRANSFER OF PROPERTY

Membership shall be appurtenant to the lot or lots owned or being purchased by the members. Upon the transfer of membership or making of a contract for the sale of any lot, the membership appurtenant thereon shall be deemed to be transferred to the contract purchaser or grantee. No membership may be conveyed or transferred in any other way. In the event of the death of a member, his membership shall pass in the same manner and to the same persons as does the real property itself. No compensation shall be paid by the Club upon any transfer of membership and no member whose membership is transferred shall thereafter be entitled to any member benefits.

## **ARTICLE IV - MEMBERSHIP MEETINGS**

### **SECTION 1: ANNUAL MEMBERSHIP MEETING**

Meetings of the members shall be held at least once a year at such a place or places as shall be designated by the Board of Directors. Unless otherwise ordered by the Board of Directors, the Annual Meeting of the members shall be held on the fourth Saturday in the month following fiscal year-end unless such date falls on a legal holiday, in which case the meeting shall be held on the next succeeding Saturday which is not a legal holiday.

### **SECTION 2: SPECIAL MEETINGS**

Special meetings of the membership may be called by the President, Board of Directors, or by a request in writing of not less than one-twentieth (1/20th) of all members entitled to vote. The purpose of the meeting shall be stated in the call.

### **SECTION 3: ADJOURNMENTS**

If there is not a quorum (Article V, Sec 2) present at any duly called membership meeting, an adjournment, or adjournments, may be taken without notice being given and no voting actions will be taken.

### **SECTION 4: MEMBER NOTIFICATION OF MEETINGS**

The Board of Directors shall cause written notice as to the time, place and purpose of all Annual and Special Membership meetings to be given all Members in Good Standing by depositing same in the United States Mail at least twenty one (21) days prior to the day named for the meeting. When a first class postage prepaid ballot is involved the notice shall be sent not more than fifty (50) days prior to the date of the meeting. Only Members in Good Standing as of the time of the mailing will receive ballots.

Notification of the annual meeting shall include a copy of the proposed budget for the following year, a treasurer's report showing actual and anticipated expenditures, cash on hand for the current year, and an alphabetical list of candidates for election to the Board of Directors together with the candidates' statement of their qualifications. The candidate's eligibility shall be certified by the Chair of the Nominating Committee in accordance with the eligibility requirements as set forth in these Bylaws. The notification shall include prepaid mail-in ballot(s) as required.

## SECTION 5: NOTICE OF MOTIONS AT MEETINGS

Out of consideration to members, motions to be presented for consideration at Annual meetings are requested to be provided to the Board at least 35 days in advance of the meeting to allow time for the motion to be printed and mailed to the membership at least 21 days in advance of the annual meeting as stipulated in Section 4 of this Article and Article V of these Bylaws.

## **ARTICLE V - VOTING AND QUORUM REQUIREMENTS**

### SECTION 1: ELIGIBILITY

Every Member in Good Standing shall have the right at every Member's Meeting and at every mail balloting to one (1) vote, regardless of the number of lots owned, and no more than one (1) vote shall be cast per lot, regardless of the number of owners thereof. Associate Members and Tenants have no voting rights as provided in Art. III, Sec 1b.

### SECTION 2: QUORUM

The presence, in person, or represented by a person holding a notarized proxy or a Durable Power of Attorney (POA) of ten percent (10%) of Members in Good Standing shall constitute a quorum for new business requiring a vote at a Members Meeting. Each Member in Good Standing present at a Members Meeting shall be allowed to vote only one proxy or POA in addition to their own vote.

### SECTION 3: MAIL-IN BALLOTS:

A ten percent (10%) quorum of Members in Good Standing will also be required for secure mail-in ballots, which are mandatory for:

- a. Election of Directors
- b. Action on proposed changes to, or revisions of these Bylaws
- c. Action on Special Assessments
- d. Any other business that has been submitted to the members by mail-in ballot.



Any explanation and/or recommendation from the Board will be separate from the ballot itself and will be limited to a single page. The Board shall not make recommendations as to any candidate for open Board Positions.

Except as otherwise provided in the Articles of Incorporation or in these Bylaws specifically with regard to the election of Directors as specified in Article VI, all matters being acted upon by mail in ballot shall require a majority vote of those members voting. Ballots shall not be submitted electronically.

#### SECTION 4: TALLYING OF MAIL-IN BALLOTS

Mail-in ballots shall be tallied after receipt of the mail delivery on the day preceding the membership meeting for which the ballots relate. No ballots shall be accepted after the tallying has begun.

### **ARTICLE VI - BOARD OF DIRECTORS – ELECTION – TERM OF OFFICE**

#### SECTION 1: NUMBER

The affairs of the Club shall be managed by a Board not to exceed seven (7) Directors, subject to alteration in number from time to time by amendments to these Bylaws, provided however, that the number of Directors shall never be reduced to less than five (5) as required by the Articles of Incorporation.

#### SECTION 2: TERM OF OFFICE

Effective with the Directors election for 2017, the term of office for newly elected Directors will be three (3) years with three (3) Directors elected for 2017, two (2) for 2018, two (2) for 2019, and the cycle of 3 / 2 / 2, repeating thereafter. The election for 2016 Directors will be a transition election with 4 Directors elected. The two candidates elected with the highest number of votes who have served 3 consecutive years or less will be elected for a 3-year term. The other two candidates will be elected for a 2-year term.

#### SECTION 3: ELECTION

Election of Directors shall be conducted by mail-in ballot. Ballots shall be tallied after mail has been distributed at the U.S. Post Office the day before the Annual Membership Meeting. Members shall be elected to the Board of Directors by plurality vote, the candidate or candidates receiving the largest number of votes being elected. Cumulative voting is not permitted. In the event of a tie requiring additional voting to determine which candidate will be elected, it will be broken by

secret ballot of the members present and voting in person at the meeting at which such Directors are being elected whether or not a quorum is physically present at the meeting.

#### SECTION 4: RE-ELECTION

Directors shall serve no more than seventy-two (72) consecutive months. Directors whose reelection would exceed this limit or who have been removed from office in accordance with the provisions of Section 6 of this Article, shall not again be eligible to run for election to or be appointed to the Board until they have been off the Board for at least twenty-four (24) months.

#### SECTION 5: VACANCIES

Vacancies occurring on the Board of Directors for any reason including resignation, death, by removal from office, or sale or transfer of their property which entitled them to Club membership shall be filled through appointment by a majority vote of the remaining Directors. Directors so appointed shall hold office until the expiration of the original term of the position.

#### SECTION 6: REMOVAL

**REMOVAL OR RESIGNATION** - Any Director may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect upon receipt of such notice or at a later time specified therein. Any Director may be removed without cause from the Board of Directors by a two-thirds majority vote of the remaining Directors.

An initial conversation informing the Director in question of their proposed removal shall be followed by written notice of the proposed removal via registered mail or courier to the Director in question at least 15 days prior to the meeting at which such proposal is to be voted on. Announcement by mail or electronic transmission to all remaining Directors shall occur no less than fifteen (15) days prior to the meeting at which such proposal is to be voted upon.

If they so choose, the Director proposed to be removed has the right to address the Board before a vote is taken for their removal at a regular or special meeting called for that purpose. If the Board of Directors votes to remove one of its members in accordance with this Section, then no other vote to remove another Board member may occur until the member already removed has been replaced as provided in these Bylaws. Said replacement of the removed Board member should occur on or before the next regular meeting of the Board of Directors.

## **ARTICLE VII - BOARD OF DIRECTORS – MEETINGS**

### SECTION 1: LOCATION – MEMBERS MAY ATTEND

The meetings of the Board of Directors shall be held at such places the majority of the Directors may appoint. Any Member in good standing shall have the right to attend any and all meetings of the Board of Directors, except Executive Session meetings. To the extent possible, members at large shall be notified by newsletter of the normal dates, times, and places of Board Meetings. Members not in good standing and tenants are permitted to attend but shall not participate in the meeting unless called on by the Chair.

### SECTION 2: SPECIAL MEETINGS OF THE BOARD

Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Directors.

### SECTION 3: NOTIFICATIONS

The President or Secretary shall give each Director notice personally, verbally, by mail, by electronic transmissions if requested, or by telephone, of all regular and special meetings at least five (5) days prior thereto, unless shorter notice is agreeable to a majority of the Board. Notice shall be posted on the Club web site and notice boards.

### SECTION 4: QUORUM

A majority of the Board of Directors shall be necessary to constitute a quorum for transaction of business. When a quorum is not present, those directors present must adjourn the meeting to some other time. Per RCW 24.03.075, a Director may participate in Board meetings by telephone and be included in the quorum count.

## **ARTICLE VIII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

### SECTION 1: BASIC POWERS

Subject to the Articles of Incorporation, these Bylaws, and any applicable County, State, Federal laws or regulations, all powers of the Club shall be exercised by or under the authority of, and the business and affairs of the Club shall be controlled by, the Board of Directors.

Directors shall serve without compensation. The Board of Directors shall establish a procedure formalizing the requirements for preparation, submittal, and approval of an expense report when reimbursement is requested.

Without prejudice to such general powers and in accord with the AOI and these Bylaws, it is hereby expressly declared that the Board of Directors shall have the following powers and duties:

## SECTION 2: MAINTENANCE AND OPERATIONS OF THE CLUB FACILITIES

To cause the properties and facilities owned by the Club to be maintained and operated in accordance with the appropriate County, State, and Federal laws and regulations, the Articles of Incorporation, and these Bylaws.

## SECTION 3: MANAGEMENT AND CONTROL OF BUSINESS

To conduct, manage, and control the affairs and business of the Club, and adopt, modify, and/or rescind Standing Rules consistent with law, the Articles of Incorporation or these Bylaws.

## SECTION 4: OTHER CLUB RULES – ADOPTION, ENFORCEMENT AND SUSPENSION OF PRIVILEGES

To adopt rules for use, operation, and care of Club facilities, consistent with law, the Articles of Incorporation, or these Bylaws, as they may deem best. They may authorize employees to enforce such rules and may suspend Club privileges of any member for violation of any rules and regulations so prescribed.

## SECTION 5: SELECTION AND REMOVAL OF OTHER OFFICERS AND EMPLOYEES, COMPENSATION AND SUPERVISION

To select and remove all other officers, agents, and employees of the Club, prescribe such powers and duties for them as may be consistent with the County, State, and Federal laws and regulations, the Articles of Incorporation, and these Bylaws, supervise them to assure their duties are properly performed, and fix their compensation, if any.

## SECTION 6: RECORDS AND REPORTS TO THE MEMBERSHIP

Shall cause to be kept a complete record of all minutes and acts and to present a full statement at the regular Annual Meeting of the members, showing in detail the condition of the affairs of the Club, and shall cause a newsletter to be sent to all members at least twice each year (Spring and Fall), reporting appropriate

information concerning management and operation of the Club facilities, and other Newsworthy items.

#### SECTION 7: DUES AND ASSESSMENTS

Shall from time to time prescribe the dues and/or assessments that each Member and Associate Member shall pay to the Club, and the time or times when said dues shall be payable. The Board shall have the power to levy assessments against owners of property in the Admiral's Cove Subdivision on a pro-rata basis for the maintenance and upkeep of the Club's properties provided however, that any increase of ten percent (10%) or more over the prior year's dues proposed by the Board of Directors shall be presented to the membership twenty one (21) days prior to the Annual Meeting and shall require approval by a majority vote of those members voting by mailin ballot.

#### SECTION 8: INSURANCE – BONDING

To procure and maintain adequate liability and hazard insurance on property owned by the Club, and shall cause all officers and employees having fiscal responsibilities to be bonded or covered by a crime insurance policy for a sum sufficient to protect the Club from financial loss, the cost thereof to be paid by the Club.

#### SECTION 9: UNUSUAL EXPENSES

Shall not incur any unusual expense in an amount over eight thousand (\$8,000) dollars without authorization by a majority vote of the members present and voting at the Annual Meeting or at a Special Meeting called for that purpose. In an emergency situation needing urgent action the Board may act notwithstanding this limitation.

#### SECTION 10: AUTHORIZATION TO SIGN CHECKS

To cause all checks to be signed by any two of the following officers: (a) President, (b) Vice President, (c) Secretary, and (d) Treasurer.

#### SECTION 11: AUDIT

Shall cause an independent Annual Financial Audit of the books and records of the Secretary and Treasurer after the close of the fiscal year and report thereon to the membership at the Annual Meeting. Independent Annual Financial Reviews are permitted in lieu of an audit.

## **ARTICLE IX – OFFICERS**

### **SECTION 1: ENUMERATION AND ELECTION**

The Board of Directors, at its meeting immediately following the Annual Meeting of members each year, or as soon thereafter as possible, shall elect a President, one or more Vice-Presidents, Secretary and Treasurer. The President and Vice-President(s) shall at all times be members of the Board of Directors. The President shall have served one (1) year or more as a member of the Board prior to his election as President. The Secretary and Treasurer shall be members in good standing of the Club but need not be Directors. The Board may also at any time appoint a Corresponding Secretary and/or Financial Secretary, who need not have membership in the Club, and whose terms of office shall coincide with those of the officers who they assist.

### **SECTION 2: TERM OF OFFICE**

The officers of the Club shall be elected and/or appointed annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, be removed, or otherwise be disqualified to serve.

### **SECTION 3: SPECIAL APPOINTMENTS**

The Board may elect or appoint such other officers as the affairs of the Club may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

### **SECTION 4: RESIGNATION – REMOVAL - REPLACEMENT**

Any officer may be suspended or removed by a majority vote of all of the Directors, when in their judgment the best interests of the Club will be served thereby. Any officer so removed who is a Director will remain a Director unless removed in accordance with Art.VI, Sec. 6.

Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein. Any vacancy occurring in an elective office shall, and any vacancy occurring in an appointive office may, be filled by the Board of Directors. The officer elected or appointed to fill such vacancy shall serve for the remainder of the term of the officer he replaces.

## SECTION 5: EXPENSES – COMPENSATION

Officers may be reimbursed by the Club for such reasonable expenses as they may necessarily incur in the pursuance of the business of the Club, as may be fixed or determined by resolution of the Board. The Board of Directors may authorize compensation for the Secretary, Corresponding Secretary, and/or Financial Secretary or Treasurer if not a Board member.

## **ARTICLE X – DUTIES OF OFFICERS**

### SECTION 1: PRESIDENT

The President shall sign as President all contracts or other instruments in writing authorized by the Board of Directors. He shall have and exercise under the direction of the Board of Directors the general supervision of the affairs of the Club. He shall be ex-officio member of all committees except the nominating committee. He shall prepare and present at each Annual Meeting of the members a report of the operation of the Club since the last annual Meeting. He shall perform such other duties as are properly incidental to this office.

### SECTION 2: VICE PRESIDENT

The Vice President shall assist the President and in the absence of the President shall preside at all meetings of the members and the Board of Directors, and during the absence of the President or his inability to act, he shall possess the same powers and perform the same duties as the President. He shall perform such other duties as are properly incidental to this office.

### SECTION 3: SECRETARY

The Secretary shall have custody of the corporate seal, and it shall be his duty to affix the same to all instruments requiring the fixing of the seal. He shall issue notices of all meetings of the members and the Board of Directors, and shall keep a fair and correct record of the proceedings of all meetings. He shall perform generally all the duties incident to his office.

### SECTION 4: TREASURER

The Treasurer shall have general charge of the finances of the Club under the supervision and control of the Board of Directors. He shall have charge of all monies, securities and similar assets of the Club, subject to the regulation and control of the Board of Directors. He shall cause to be deposited all funds of the Club in banks designated by the Board of Directors, and shall cause to be disbursed

such funds as are properly authorized by the Board of Directors. He shall prepare and present an Annual Financial Report of income and expenditures, assets and liabilities, showing in detail the financial condition of the affairs of the Club, to the membership, furnishing it to each member with the notice of the Annual Meeting and presenting it at the Annual Meeting. He shall also report on the financial condition of the club at each regular Board of Directors Meeting.

#### SECTION 5: RELEASE OF BOOKS AND RECORDS

Each retiring director, officer, and committee chair shall deliver to the Board of Directors all books, records, and other material pertaining to the office no later than one working day after relinquishing the office.

### **ARTICLE XI - COMMITTEES – SELECTION**

#### SECTION 1: COMMITTEES

The President shall appoint members of all Standing and Special Committees for a term not to exceed the balance of the fiscal year and designate the chairperson of each committee. The number and personnel of each committee shall be determined by the Board of Directors, except as otherwise set out herein, except that each committee shall include at least one (1) member other than the President, of the Board of Directors and that the Nominating Committee shall include at least two (2) members of the Board of Directors other than the President. The President shall be an ex-officio member of each Standing Committee except the Nominating Committee. No paid employee who is a committee member shall have a vote on any matter pertaining to their employment. Each year, to the extent practical, at least one member of each committee shall be appointed on the next year's committee to maintain continuity of performance. Ad Hoc committees shall be formed for a specified purpose and for a specified time. A plaintiff in an active law suit against the Club may not serve on Committees relating to the scope of the law suit.

#### SECTION 2: DUTIES OF COMMITTEES

All committees shall serve without power, except as specifically delegated by the Board of Directors, and as such shall refer all proposed actions to the Board of Directors with such frequency as the duties of the committee or the Board shall dictate, and in any event, shall make at least one report annually at the Annual Meeting of members. All Standing and Special Committees shall provide estimates of costs expected to be incurred in the following year and submit these estimates to the Budget and Finance Committee who shall pass it on to the Board with its recommendations for consideration in future budgets. Committees with approved



budgets can make routine expenditures for supplies, repairs, etc., without prior approval of the Board but any purchases that are not included in their approved budget or require a contract signature must be submitted to the Board for approval. All Committee meetings shall be open to all.

### SECTION 3: SEPARATION OF COMMITTEES

No one person may chair more than two of these committees.

## **ARTICLE XII – STANDING COMMITTEES**

### SECTION 1: BUDGET AND FINANCE COMMITTEE

The Budget and Finance Committee shall, with the assistance of the Treasurer who shall normally be named a member thereon, prepare a budget for the ensuing year and present it to the Board of Directors forty-five (45) days prior to the Annual Meeting. In preparing the budget, the Committee shall incorporate all of the input submitted by all Standing and Special Committees without any changes and shall be allowed to recommend any changes to same to the Board. The Board of Directors shall review the proposed budget, make any changes to same it feels are appropriate, approve the final version, and furnish a copy to each member of the Club with the notice of the Annual Meeting.

The committee shall also prepare and recommend financial procedures to the Board of Directors.

### SECTION 2: POOL OPERATION AND MAINTENANCE COMMITTEE

The Chairman of this committee shall be a State Certified Pool Operator by the time the pool opens. The Pool and Maintenance Committee shall, with approval of the Board of Directors, set policies for operation of the club swimming pool and establish and enforce safety rules and procedures in accordance with the requirements of the Island County and Washington State Departments of Health, the Washington State Dept. of Labor and Industries, the revised Code of Washington, and the Washington Administrative Code. It shall solicit applications from lifeguards or other employees to carry out the responsibilities of the committee and deliver all such applications to the Secretary for approval by the Board of Directors. The lifeguard or lifeguards shall be non-voting members of this committee.

This Committee shall be responsible to the Board of Directors for maintenance of the Club swimming pool and the operating machinery, buildings housing the pool equipment, rest rooms, office and fence enclosing the pool complex, pool supplies,

heating, lighting, etc. They shall obtain estimates as necessary for accomplishing such maintenance and make recommendations to the Board of Directors to enable the Board to approve work and solicit bids. They shall consider and propose to the Board of Directors, as they see fit, improvements in the pool complex, such as heating methods, pool solar covers, etc.

They shall consult freely with all committees on all matters of mutual consideration, in the best interest of the Club.

### SECTION 3: LAKE COMMITTEE:

The Lake Committee shall identify and recommend to the Board of Directors cost effective actions available to establish and maintain a healthy, sustainable ecology for Admiral Lake. The Committee shall use appropriate expert advice from governmental agencies and consultants as necessary, The Committee's scope of services shall include the following: identify and implement within the approved budget measures to enhance the aquatic ecology of the lake; recommend measures to minimize shoreline erosion for lake shoreline owners; regularly monitor the condition of the outfall pipe, tide gate, and lake level and recommend corrective action as necessary.

### SECTION 4: GROUNDS AND BUILDING COMMITTEE

The Grounds and Building Committee shall be responsible to the Board of Directors for maintenance of all grounds and buildings belonging to the Club, (Tract A), including but not limited to playfields, playground equipment, the shelter and stoves, picnic tables, flower beds, etc., except for the immediate swimming pool complex. They shall, within the limits of the budgeted funds, maintain to the greatest extent possible in the facilities a pleasing and safe environment for the benefit of the Club members. They shall consider and propose to the Board of Directors, as they see fit, improvements in the grounds and buildings. They shall coordinate with the Pool Maintenance and Improvement Committee in all matters of mutual concern, in the best interests of the Club.

### SECTION 5: LONG RANGE PLANNING AND BUILDING COMMITTEE

The Long Range Planning and Building Committee shall make long range plans for overall improvements and development of major Club facilities, including study of possible expansion to include a clubhouse, additional shelters, expanded playground facilities, improved lawn and flowering plants, permanent pool cover to facilitate year round use, etc. They shall prepare and present to the Board of Directors and the membership a long range plan for such development, with several options, particularly as to building expansion, and including options which would permit development in stages, with current finances or special assessments voted by the membership would permit and on a step by step basis. They shall

consult freely with the committees on all matters of mutual consideration, in the best interest of the Club.

#### SECTION 6: NOMINATING COMMITTEE

The Nominating Committee shall comprise five (5) members appointed by the President two (2) of whom shall be members of the Board of Directors other than the President. The Nominating Committee shall prepare a slate of candidates for vacancies on the Board of Directors each year. Members desiring to be on the Board of Directors should notify the Nominating Committee through the Club Secretary by either hand delivery to the Club Secretary on or before to November 15<sup>th</sup>, or by mailing to the Club secretary such that it is postmarked no later than November 15<sup>th</sup>, but in any event any mailed ballot received by mail more than one week after November 15<sup>th</sup> will not be considered. The Nominating Committee shall determine that all candidates selected are qualified as members in good standing in the Club. Members of the Nominating Committee are not barred from becoming nominees themselves. A copy of the Nominating Committee's final report along with candidates' resumes shall be included with the ballot. Nominees shall be listed on the ballot alphabetically.

#### SECTION 7: COMMUNICATIONS COMMITTEE

The primary purpose of the CC is maintaining clear, concise, technologically current and easily accessible ACBC information. The CC shall consult freely with all ACBC committees and BOD on all matters of mutual consideration in the best interest of Admirals Cove Beach Club. It is the BOD's responsibility to inform the committee of the definition of clear, concise and technologically current requirements.

The Communications Committee shall be responsible for distribution of Newsletters and Bulletins to ACBC members as well as overseeing the development and maintenance of the ACBC web site. Timely dissemination of information can only be accomplished when inputs from members, committees and BOD approvals are received in a timely manner as prescribed in the Standing Rules. All Newsletters and Bulletins will be distributed to members by email only and posted on the ACC website. A hard copy of the current newsletter will be posted on the pool exterior bulletin board and/or Shelter building.

## **ARTICLE XIII - SPECIAL COMMITTEES**

### **SECTION 1: TELLERS COMMITTEE**

The Tellers Committee shall be responsible to the Board of Directors for counting of the ballots in any matter voted upon by the Club Membership by mail, in accordance with the provisions outlined in Article V, Section 3 and elsewhere in these Bylaws. Any member running for the position of Director may not serve on the Tellers Committee.

### **SECTION 2: SOCIAL COMMITTEE**

The Social Committee shall plan, supervise and execute all Club sponsored social functions, potlucks, picnics, etc. arranging dates and plans with the concurrence of the Board of Directors. They shall provide refreshments at all membership meetings, as they and the Board see fit. They may solicit assistance from the membership at large in discharging their functions. They shall recommend to the Board of Directors any rules for the use of the Shelter and picnic areas that they deem appropriate and, on concurrence of the Board, post such rules within and adjacent to the Shelter.

### **SECTION 3: WELCOMING COMMITTEE**

The Welcoming Committee shall keep aware of all new families moving into Admirals Cove, or building new homes in Admiral's Cove, and shall welcome such newcomers to the area. The Board of Directors is encouraged to disseminate information regarding newcomers in the Newsletter.

### **SECTION 4: GOVERNMENTAL RELATIONS COMMITTEE**

The Governmental Relations Committee shall be aware of, and receive reports from other Club members, concerning any matters regarding Admiral's Cove Community which should be taken up with Island County or other officials, relating to maintenance of roads, ditches, etc. and enforcements of public laws in the community. Any such matters noted, or brought to their attention shall be investigated, evaluated and referred with recommendation to the Board of Directors for consideration. Upon Board approval, the Committee shall bring such matters to the attention of the proper officials, request appropriate action be taken, and follow up to assure resolution thereof.

### **SECTION 5: BYLAWS COMMITTEE**

A Bylaws Committee shall be appointed as needed. When appointed, the committee shall review the Bylaws and recommend any appropriate Amendments.

## **ARTICLE XIV - DUES AND ASSESSMENTS**

### SECTION 1: PURPOSE

The expenses incurred by the Club in carrying out its responsibilities shall be defrayed by Club dues/or assessments. The Board of Directors shall have authority to levy all dues, assessments, and other charges against members, subject to the provisions of this ARTICLE.

### SECTION 2: DEFINITIONS

Annual assessments for regular Club operation shall be known as "dues". Special assessments for unusual or unexpected costs, maintenance, or improvements shall be known as "special assessments."

### SECTION 3(A): SPECIAL ASSESSMENT PROPOSALS BY THE BOARD

Special Assessments may be proposed by the Board of Directors, or members, at any time and must be presented to the membership by mail-in ballot as required in Article V, Section 3.

### SECTION 3(B): SPECIAL ASSESSMENT PROPOSALS BY MEMBERS

Special Assessments may also be proposed by the membership as follows. Members may initiate a special assessment by presenting to the Board a petition signed by at least twenty-five members eligible to vote as defined in Article V, Section 1. The proposal shall include the exact language of the proposed assessment for the ballot and shall estimate the cost. The petition may also include a one-page statement by proponents in favor of the assessment to be included but separate from the mail-in ballot. The Board may include its own recommendations for or against the petition. The Board may require clarification or specification of the proposal and the estimated total cost. The Board shall compute the cost per lot which shall be included in the proposed assessment. The Board shall submit the proposal and mail-in ballot to the membership within 60 days of receipt of the petition. Such proposals received by the Board after August 31 may be submitted to the membership together with the notice for the next annual membership meeting.

### SECTION 4: BILLINGS AND PAYMENTS

Paid up membership dues shall be from January 1 to December 31 each year. Special Assessment billings shall be prepared by the Secretary promptly upon

approval of any special assessments, unless a different effective date is set by the motion or other action proposing such special assessment. From time to time, as when any such dues or special assessment, described in this ARTICLE are levied, each member with respect to the land or interests therein to which his membership is appurtenant, shall pay the amount of such dues and/or special assessments against the same, to the Club offices, within thirty (30) days after the mailing of the notice of such dues and/or special assessments to the member.

#### SECTION 5: RESERVES

The Club shall maintain, update and add to as necessary its existing Reserve Study for the repair, maintenance, and replacement of Reserve Study components. In accordance with Article V, Section 3c, a majority vote of the Members shall be required to levy a Reserve Account assessment. Once monies are placed in the Reserve Account, only a vote of the majority of the Members may allow the withdrawal from the Reserve Account for purposes other than repairing, maintaining, or replacing Reserve Study components. Notwithstanding any provision in this Section to the contrary, to the extent a portion of regular dues may be allocated to the Reserve Account without negatively impacting the budgeted operations of the Club, the Board may do so. Reserve Account Funds must be placed in a separate, interest-earning account in the name of the Club and under the direct control of the Board. The Board is responsible for administering the Reserve Account and in an exception to Article VIII, Section 9, may withdraw funds from it for maintenance, repair, and replacement of listed Reserve Study components without notice to or approval of the Members. The Board shall provide an accounting of expenses paid by Reserve Account Funds in the prior fiscal year at each annual meeting of Members.

#### SECTION 6: RECOVERY OF ATTORNEYS' FEES AND COSTS

The Club shall be entitled to recover any costs and reasonable attorneys' fees incurred in connection with the collection of delinquent dues, special assessments, late fees, interest and related costs, whether or not such collection activities result in a suit being commenced or prosecuted to judgment. In addition, the Club shall be entitled to recover costs and reasonable attorneys' fees if it prevails on appeal and in the enforcement of a judgment.

## **ARTICLE XV - PARLIAMENTARY AUTHORITY**

### SECTION 1: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, applicable State Law, and/or any special rules of order the Club may adopt.

## **ARTICLE XVI - AMENDMENTS**

### SECTION 1: AMENDMENTS

These Bylaws may be amended by a majority vote of Members in Good Standing voting by mail-in ballot in accordance with ARTICLE V, Section 3 of these Bylaws, provided that those sections of these Bylaws that are governed by the Articles of Incorporation of this Club may not be amended except as provided in the Articles of Incorporation or applicable law. Any changes approved by the membership shall become effective immediately after approval, unless otherwise specified in the proposed change, or by the action proposing such change.

### SECTION 2: COMPLIANCE

Any Articles, Sections, or elements of these bylaws found to be non-compliant with current laws and/or regulations shall be amended to become compliant so that the laws and regulations will prevail.

### SECTION 3: SUPERSEDING

These Bylaws, once approved and filed, shall supersede any and all previous versions.