

REVISED Bylaws - Approved 1-16-97

AMENDED: Approved 8-12-97 (addition of ARTICLE IX. 6 and renumbering of following)

AMENDED: Approved by mail-in ballot 2-15-98 (addition of ARTICLE X - COMMON PROPERTIES)

AMENDED: Approved at General Membership meeting January 18 2018

BYLAWS OF
WARM BEACH COMMUNITY ASSOCIATION

ARTICLE 1. Name

1.1 The name of this organization shall be the Warm Beach Community Association.

ARTICLE 2. Purpose

2.1 The purpose for which the corporation is organized is to organize social programs, to provide informative programs and to further the common welfare and well being of the Warm Beach community.¹

ARTICLE 3. Membership

3.1 Classes. The corporation shall have one class of members designated as “active” members.

3.2 Active Members. The active membership of the corporation shall consist of persons whose background, experience or interest indicates that they will support the purposes of the corporation. A person may become an active member by submitting an application and payment of annual dues to the Board of Directors. Active members, for notice and voting purposes, shall be those whose current dues have been paid. Dues are collected annually, and are considered delinquent if not paid by February 1. Anyone whose dues are not paid by February 1 in the current calendar year will no longer be considered an active member; but active status may be returned upon payment of dues.

3.3 Status of Membership. Membership in the corporation shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

3.4 Termination of Membership. Membership in the corporation may be terminated for any action by a member who is detrimental to the best interests of the corporation, or for failure to actively support corporate purposes, and removal shall require the affirmative vote of two-thirds of the Board of Directors. In the event that any such termination is contemplated, the Board of Directors shall notify, in writing, the member of the reasons for the proposed action and of the time and place of the meeting of the Board of Directors at which termination is to be considered, not later than ten (10) days prior thereto. At the meeting, the accused member shall be entitled to respond to the stated reasons and be heard in his/her own defense.

ARTICLE 4. Meetings of the Membership

4.1 Annual Meetings. The annual meeting of members shall be held in the evening of the 3rd Thursday of January for the purpose of electing directors, receiving the Treasurer's report, and conducting such other business as may properly come before the meeting. If the annual meeting is a legal holiday, the meeting shall be held on the next succeeding business day.

¹ As the purpose of the organization is stated in its Articles of Incorporation, the purpose as stated in the bylaws must be identical. The purpose in the bylaws cannot be amended unless it is first amended in the articles of incorporation.

4.2 Special Meetings. Special meetings may be called for any purpose by the President of the Board of Directors or twenty-five percent (25%) of the active members.

4.3 Place of Meetings. All meetings of members shall be held at a location designated by the President, the Board, or by the members entitled to call a meeting of members.

4.4 Notice of Meetings. The President, Secretary or Board shall provide written notice stating the date, place and time of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, not less than ten (10) nor more than fifty (50) days before the date of the meeting, either by mail or email, by or at the direction of the President or the Secretary, or the members calling the meeting, to each active member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the active member at his/her address as it appears in the records of the corporation, with postage thereon prepaid.

4.5 Quorum. Active members holding one-tenth (1/10th) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum. A majority of the votes entitled to be cast by the active members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the active members.

4.6 Proxies. An active member may vote by proxy executed in writing by another active member. The proxy shall be filed by the Secretary before or at the time of the meeting. The proxy is valid only if executed and dated within eleven (11) months of the date of the meeting.

4.7 Regular Meetings. General business meetings may be called as needed at any time by the President of the corporation or by the Board of Directors at such time and place as the President or the Board of Directors may prescribe.

ARTICLE 5. Board of Directors

5.1 Powers and Qualifications. The affairs of the corporation shall be managed by the Board of Directors, who shall be elected from the active membership of the corporation at the annual meeting.

5.2 Number. The number of directors of the corporation shall be no less than five (5) and no more than nine (9). The Board of Directors by amendment of these Bylaws may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent, or reducing the number of directors to less than three. Upon the first annual election of directors, the directors shall be divided into three (3) classes, the first class to serve a term of one (1) year, the second to serve a term of two (2) years, and the third to serve a term of three (3) years with each class serving three (3) year terms thereafter. Each such director shall hold office for the term for which he/she is elected and until his/her successor is elected and qualified.

5.3 Election and Term. After the first annual meeting, the member or members of one class of directors shall be elected by the membership of each annual membership meeting, to hold office until the expiration of the term of office of the class of directors into which elected, and until his/her respective successors are elected and qualified.

5.4 Resignation. Any director may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein. The acceptance of the resignation shall not be necessary to make it effective.

5.5 Removal. At a meeting of members called expressly for that purpose, one or more directors may be removed from the Board with or without cause by two-thirds of the votes cast by members then entitled to vote on the election of directors represented in person or by proxy at a meeting of members at which a quorum is present.

5.6 Vacancies. A vacancy in any office created by death, resignation, removal, disqualification, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

5.7 Absences. Any Board member who is unable to perform the duties of his office, or who is absent from three successive general membership or Board meetings without good cause may be removed from the Board and a successor appointed by the Board.

ARTICLE 6. Officers

6.1 The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. The President and Vice President shall be annually elected by the Board of Directors and shall serve until their successors are duly elected and qualified. All other officers shall be annually elected by the Board of Directors or at the option of the Board of Directors, may be elected by a majority vote of the general membership, and shall serve until their successors are duly elected and qualified.

6.2 The President. The President must be a director of the corporation. The President shall exercise the usual executive powers pertaining to the office of President. The President shall preside at meetings of the Board of Directors and of the membership.

6.3 The Vice President. The Vice President must be a director of the corporation. In the absence or disability of the President, the Vice President shall act as President.

6.4 The Secretary. The Secretary must be a director of the corporation. It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors and of the membership; to administer the membership register; and when requested by the President to do so to sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation.

6.5 The Treasurer. The Treasurer must be a director of the corporation. The Treasurer shall have the care and custody of—and be responsible for—all funds and investments of the corporation, and shall keep regular books of accounts in a method approved by the Board of Directors. He/she shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may shall be designated by the Board of Directors. In general, he/she shall perform all the duties incident to the office of Treasurer.

6.6 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

6.7 Successive Terms. An officer may succeed himself or herself for as long as the Board of Directors determines.

ARTICLE 7. Meetings of the Board of Directors

7.1 Annual Meeting. The annual meeting of the Board of Directors shall be held immediately after

the annual membership meeting or any membership meeting at which any class of members of the Board of Directors is elected. Said meetings shall be for the sole purpose of electing Board officers. The outgoing and incoming officers will hold their official transitional meeting for the purpose of exchange of records and instructions within seven (7) days of the annual meeting. The Board of Directors will meet no later than February 15 to organize the agenda for the coming year. The date, time, and place of said meetings will be set and agreed upon by the Board.

7.2 Meetings. By resolution, the Board may specify the date, time, and place for the holding of regular Board meetings without other notice than such resolution.

7.3 Special Meetings. Special meetings of the Board of Directors may be held at any place, at any date and time whenever called by the President or Secretary or any two (2) or more Directors.

7.4 Notice of Meetings. No notice of the annual meeting of the Board of Directors shall be required. Notice of the date, time, and place of any special meetings of the Board of Directors shall be given by the Secretary—or by the person or persons calling the meeting—by mail, email, by phone, or otherwise at least three (3) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

7.5 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present any business may be transacted and the Board may exercise all of its powers.

7.6 Teleconferencing. One or more directors may participate in a meeting by means of a conference telephone or similar communications equipment through which all directors participating in the meeting can speak to and hear each other at the same time provided that each person entitled to technical assistance to participate in the meeting consents to the meeting being held by such means. Participation by such means shall constitute presence in person at the meeting.

ARTICLE 8. Committees

8.1 Executive Committee. The Executive Committee shall consist of the four officers duly elected by the Board of Directors which shall have and exercise such authority of the Board of Directors in the management of the corporation as may be specified in Board resolutions. This authority is given provided that no such committee shall have the authority of the Board of Directors in reference to:

- a) amending, altering, or repealing the Bylaws;
- b) electing, appointing, or removing any member of any such committee or any director or officer of the corporation;
- c) amending the Articles of Incorporation;
- d) adopting a plan of merger or adopting a plan of consolidation with another corporation;
- e) authorizing the voluntary dissolution of the corporation or revoking proceedings therefore;
- f) adopting a plan for the distribution of the assets of the corporation; or
- g) amending, altering or repealing any resolution of the Board of Directors which by its terms provides there it shall not be amended, altered or repealed by such a committee.

That designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or him/her by law.

8.2 Nominating Committee. A nominating committee shall be appointed by the President from the general membership no later than September 1 of each year.

8.3 Financial Review Committee. A financial review committee shall be appointed by the President from the general membership no later than November 1 of each year. The committee shall review the treasurer's books at the close of each financial year and submit a statement of their finding at the annual meeting of the membership in January of each year.

8.4 Standing or Temporary Committees. The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more directors. Such committees shall have and exercise the authority of the directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to:

- a) amend, alter or repeal these Bylaws;
- b) elect, appoint or remove any member of any other committee or any director or officer of the corporation;
- c) amend the Articles of Incorporation;
- d) adopt a plan of merger or consolidation with another corporation;
- e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business;
- f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore;
- g) adopt a plan for the distribution of the assets of the corporation; or
- h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

8.5 Member Committees. The Board may create member committees as needed. The creation, makeup, authority, and operating procedures of any member committee or committees shall be determined by the Board of Directors.

ARTICLE 9. Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation, Bylaws of the corporation, or by the laws of the State of Washington to be taken at a meeting of the Board of Directors of the corporation, may be taken without a meeting if a consent in writing (including electronically via email), setting forth the action so taken, shall be given by all of the members of the directors entitled to vote with respect to the subject matter therein. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE 10. Waiver of Notice

Whenever any notice is required to be given to any member or director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 11. Indemnification of Directors and Officers

Each director or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a director or officer of any other

corporation, whether for profit or not for profit, and his/her respective heirs, executors, and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of Board of Directors or members, or otherwise.

ARTICLE 12. Administrative and Financial Provisions

12.1 Annual Dues. The annual membership dues for members of the corporation shall be determined by the Board of Directors and approved by the general membership prior to the beginning of a new calendar year. All dues and fees are payable as determined by the Board of Directors to the Treasurer of the corporation.

12.2 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

12.3 Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.

12.4 Books and Records. The corporation shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep in the possession of the Secretary and/or Treasurer a register of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

12.5 Bylaws. These Bylaws may be altered, amended, or repealed—and new bylaws may be adopted—by an affirmative vote of both a majority of the Board of Directors at any annual or special meeting of the Board and the affirmative vote of a majority of the membership at any annual or special meeting of the membership. Notice of any proposed change in the Bylaws shall be given to each member of the association not less than ten (10) nor more than fifty (50) days before any annual or special meeting at which the amendment is to be considered.

12.6 Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of Directors of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when consistent with these Bylaws, the Articles of Incorporation, or with any resolution of the Board of Directors.

ARTICLE 13. Common Properties

13.1 Common Properties shall mean all real properties owned by the corporation for the common use and enjoyment of all members of the corporation and shall not include any streets or other areas dedicated for public use. The common properties shall be known as:

- a) C. D. Hillman's Birmingham Division 1
Blk 018 – D - 00 - Lots 16 - 21 inclusive
Blk 018 - D - 00 - Lots 64- 69 inclusive
- b) C. D. Hillman's Birmingham Division I
Blk 017 - D - 00 - Lots 13- 16 inclusive

Blk 017 - D - 00 - Lots 69 - 72 inclusive

13.2 Members Ease Enjoyment. Every active member shall have a right and easement of enjoyment in and to the common properties.

13.3 Rights of Transfer. Upon dissolution of the corporation, or at which point the corporation can no longer maintain all or any part of the common properties, the Board of Directors must either transfer property rights for all or any part of the common areas to another non-profit organization or governmental agency or sell all or any part of the common properties for fair market value, the proceeds for which sale shall be donated to one or more non-profit organizations. No such transfer or sale shall be effective unless an instrument signed by two-thirds (2/3) of the members entitled to vote has been recorded, agreeing to such dedication of transfer of the common properties—or sale and distribution of proceeds, and unless written notice of the proposed action is sent to every member not less than thirty (30) days nor more than sixty (60) days in advance of the transfer or sale.

13.4 Encumbrance. The aforementioned property cannot be encumbered or sold by any one member or members of the corporation.