

**BYLAWS OF THE
INDIANOLA BEACH IMPROVEMENT CLUB
(As amended August 20, 2017)**

**ARTICLE I
Membership**

(a) Indianola is an unincorporated community whose generally accepted location and boundaries are approximately as follows:

All of Sections 14 and 15, the southwest $\frac{1}{4}$ of Section 11, the south $\frac{1}{2}$ of Section 10, the northeast $\frac{1}{4}$ of Section 16, and the southeast $\frac{1}{4}$ of Section 9, all in Township 26, Range 2 East, Kitsap County, Washington; also including all of the sandpit of the Indian Bay Development.

(b) Any property owner, resident or former resident of Indianola and any person who is a member at the time of adoption of this bylaw amendment, may become a member of the Club by payment of dues and agreeing to conform to the bylaws, rules and regulations of the Club. Any other interested person may also become a member upon the same terms upon application to and acceptance by the Board of Trustees of the Club.

(c) Membership shall be terminated by death, resignation, non-payment of dues or charges, or by action of the Board of Trustees for cause.

(d) Membership dues shall be as follows: (1) Household membership consisting of two adults (21 years of older) residing in the same household, forty dollars (\$40.00) per year; (2) Individual (single) membership, twenty-five dollars (\$25.00) per year; ¹ (3) Special membership, ten dollars (\$10.00) per year. It is intended that this membership be issued to persons with limited income with the approval of the President, Vice President, Secretary, and Treasurer of the Club. (4) Commercial (advertising) membership, twenty dollars (\$20.00) per year; (5) Honorary memberships may be granted on a yearly basis only, without dues, by a vote of the Board of Trustees; (6) The Board of Trustees from time to time may establish additional classes of non-voting memberships for dues purposes, e.g. sustaining memberships, etc. Dues shall be due and payable on or before January 1 of each year and become delinquent on and after March 31 of that year.

**ARTICLE II
Meetings**

¹ Amended August 7, 2004

(a) There shall be an annual meeting of the membership of the IBIC each August at a date and time specified by the Board, with 30 days notice as stated in Article II (d).²

(b) Ten percent (10%) of the paid up members, present in person or by written proxy or absentee ballot shall constitute a quorum for the transaction of business at any annual or special meeting.

(c) The President shall call special meetings of the membership when so instructed by the Board of Trustees or upon request in writing of ten or more members.

(d) A notice of the Annual Meeting and all special meetings shall be posted in a conspicuous location thirty (30) days prior to the meeting. Notice of any meeting to consider the purchase, acquisition, sale or lease or change of title of real property or the borrowing of money by the Club shall be mailed to all members at their last known address at least ten (10) days prior to the date of the meeting. The President shall be responsible for these notices.

ARTICLE III

Voting

(a) Each person possessing an individual, special, or honorary membership, and each adult resident³ of a household membership shall be entitled one vote on matters of Club business, except as provided below. Commercial membership shall have no vote.

(b) All votes on matters coming before the Club must be made either in person or by written proxy or written absentee ballot.

(c) Only members who are owners of real property at Indianola Beach (including members who are purchasing such real property on contract) may vote on matters pertaining to the purchase, sale, acquisition, or lease of real property, or pertaining to the borrowing of money by the IBIC.

(d) Decisions on matters submitted to a vote of the membership shall be decided by majority of votes cast, except that no real property shall be purchased, sold, acquired, leased [except with respect to the post office real property which may be leased to the United States Postal department in accordance with Article IV (e)] or the title encumbered in any, nor shall money be borrowed by the IBIC, unless authorized by a vote of two-thirds of the members who are property owners and present in person or by duly executed written proxy or written absentee ballot at a meeting called for that purpose in accordance with Article II(d).

² Amended August 4, 2007

³ Maximum 2 per Article I (d)

ARTICLE IV
Elections

(a) The election of Trustees and Officers shall occur during the annual meeting, and election shall be by the membership at large.

(b) In addition to the candidates proposed by the nominating committee [see Article VI (a)], any member of the Club may nominate additional candidates for Officer or Trustee, but such nomination shall be in writing and delivered to the President of the IBIC not less than forty-five (45) days prior to the meeting at which Officers of the Club are to be elected. It shall be the duty of the President in advance of the annual meeting to give reasonable notice to the membership of the nomination of such additional candidates. The candidates proposed by the nominating committee per Article VI (a) and nominations from the membership shall be listed in the Breeze preceding the annual meeting.⁴

C. In years where there are no contested races, and/or no other club business requiring a vote, no ballots will be prepared, sent, or counted. A vote to approve the uncontested candidates by acclamation will occur at the annual meeting.⁵

ARTICLE V
Officers

(a) The Officers of the Club shall consist of a President, Vice President, Secretary and Treasurer, and such other Officers as the board of Trustees may from time to time create.

(b) The Officers shall be elected for one year and shall take office on September 1. The President shall not serve more than two consecutive terms.

(c) In the case of vacancy in any office it shall be filled by election of a new Officer by the Board of Trustees until the next annual meeting.⁶

(d) The offices of President, Vice President, Secretary and Treasurer shall be filled only by persons who have been elected Trustees, provided that their election as Officers shall not change their status as Trustees.

⁴ Amended April 17, 2014

⁵ Amended August 20, 2017

⁶ Amended April 17, 2014

ARTICLE VI
Duties of Officers

- (a) President. The President shall preside at meetings of the members and of the Board of Trustees, shall sign all notes, contracts, deeds or other legal documents of the Club, and generally do and perform all duties that usually devolve upon an Officer in like capacity, together with general superintendence and direction of the affairs of the Club, in the absence of other specific directions or instructions by the Board of Trustees. Not less than two months prior to the annual meeting, the President shall appoint a nominating committee as identified in Article VIII (b) to submit its nominations for Officers and Trustees at the annual election. The President shall be an ex-officio member of all committees of the Club.⁷
- (b) Vice President. The Vice President shall perform the duties of the President in the absence of the President or when the President is unable to act.
- (c) Secretary. The Secretary shall keep minutes of all meetings, shall be the custodian of the books and records of the club, shall, together with the President, sign all deeds and mortgages, and generally perform all duties that usually devolve upon such Officers, subject to the general supervision of the President and the Board of Trustees.⁸
- (d) Treasurer. The Treasurer shall receive and keep all moneys and pay out the same in such form as shall be directed by the Board of Trustees, and generally perform all duties that usually devolve upon such Officers, subject to the general supervision of the President and the Board of Trustees.⁹

ARTICLE VII
Trustees

- (a) There shall be a Board of twelve (12) Trustees, their tenure of office to be so arranged that four (4) Trustees shall be elected annually for a three-year term.

⁷ Amended April 17, 2014

⁸ Amended August 23, 2015

⁹ Amended August 23, 2015

- (b) Not less than one-fourth (1/4) not more than three-fourths (3/4) of the Board of Trustees shall be of the same sex.
- (c) Any Board members missing three (3) or more consecutive regular meetings of the Board, without good cause, shall be replaced.
- (d) When vacancies on the Board of Trustees occur, new trustees may be elected by a vote of the remaining trustees, to hold office until the next annual meeting.¹⁰
- (e) The Trustees shall be responsible to the membership for carrying on the business of the Club. It shall be their duty to care for the property of the Club and maintain and preserve the best interests of the Club at all times. The Board of Trustees may from time to time enter into lease agreements of the post office building with the United States Postal Department without obtaining approval of the membership; otherwise, the Board of Trustees shall not buy, sell, acquire or lease real property, or encumber the title to the real property of the Club or make any substantial alterations or additions to real property or borrow money without obtaining the approval of the members as provided in Article II(d). The Trustees shall report to the membership all major items of concern and make recommendations as to any action they may deem appropriate.
- (f) Meetings of the Board of Trustees may be held at any time upon the call of the President or upon written request for such meeting signed by seven Trustees and filed with the Secretary. Each Trustee who is available should be notified of every meeting. Seven Trustees shall constitute a quorum. No motion before the Board of Trustees shall be deemed to carry with an affirmative vote of less than a majority of the Trustees present and in no event with less than five of such affirmative votes.

ARTICLE VIII

Committees

- (a) Committees shall include a nominating committee, a properties committee, a house rules committee, a finance committee, a membership committee, an advisory committee, and such other committees as the Board of Trustees may from time to time deem necessary.¹¹
- (b) The nominating committee shall be appointed by the President, with the approval of the Board of Trustees, and shall consist of three persons from the general membership, at least two of whom have not served on the nominating committee in

¹⁰ Amended April 17, 2014

¹¹ Amended April 17, 2014

the previous two years. It shall be the duty of this committee to provide a list of candidates.¹²

(c) The properties committee shall be appointed by the President, with the approval of the Board of Trustees. It shall be the duty of this committee to maintain the Clubhouse and other properties of the Club, supervise repairs, provide adequate insurance coverage, and make recommendations to the Board for items of improvement and betterment.

(d) The house rules committee shall be appointed by the President with the approval of the Board of Trustees. It shall be the duty of this committee subject to the control of the Board of Trustees, to establish rules and regulations for the use of the Clubhouse, maintain an engagement calendar for the Clubhouse, and supervise the usage of the Clubhouse and its facilities.

(e) The finance committee shall be appointed by the President with the approval of the Board of Trustees. It shall be the duty of this committee to supervise the financial operations of the Club and prepare an annual budget for the Club's operation, which budget shall be submitted to the Board of Trustees.

(f) The membership committee shall be appointed by the President and shall consist of as many members as deemed necessary and practicable. It shall be the duty of this committee to invite and encourage all eligible persons to become members of the IBIC and keep a list of the names and addresses of the members as furnished by the members.¹³

(g) The advisory committee shall be appointed by the President and shall consist of as many members as deemed necessary and practicable. It shall be the duty of this committee to provide the Board of Trustees with information pertaining to laws, ordinances, rules and regulations regarding the public health and welfare, sanitation, safety, zoning, conservation of natural resources and other subjects relating to the interests of the community. It shall be the duty of this committee to consult and cooperate with federal, state and county authorities and such other duly constituted organizations as may from time to time be deemed necessary and proper by the Board of Trustees for the preservation and protection of the community. The committee shall advise with and aid

¹² Amended April 17, 2014

¹³ Amended August 20, 2017

the Officers and Trustees of the Club in all matters concerning its interest, generally perform such duties and exercise such powers as may be directed or delegated by the Board from time to time.

ARTICLE IX

This Corporation is organized exclusively for charitable purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its member's Trustees, Officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the above paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes, and/or a municipal corporation or government entity which shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the superior court of the county in which the principal office of the corporation is then

located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X
Amendments

Amendments to these bylaws may be made at any annual meeting or at any special meeting called for the purpose and notice of which has been previously given in accordance with Article II(d) and provided that any such amendment shall be authorized by two-thirds (2/3) of the members present in person or by written proxy or absentee ballot and that there is a quorum in accordance with Article II(b).