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BYLAWS OF
INDIANOLA BEACH IMPROVEMENT CLUB (IBIC)
A 501(c)(3) CORPORATION
(As amended August 23, 2026)

Mission

The Indianola Beach Improvement Club's mission is to foster a sense of community, maintain our properties for community use, and support non-profit and charitable organizations, all for the benefit of present and future generations.

Definitions for purposes of these Bylaws

The term **"IBIC"** shall mean Indianola Beach Improvement Club. The term **"Board"** shall mean Board of Trustees. The term **"Trustee"** is defined as one of the 12 members of the Board of Trustees.

ARTICLE 1. OFFICES AND ORGANIZATION

1.1 Offices

IBIC's principal office shall be located at 19876 Indianola Road NE, PO Box 212, Indianola, Washington 98342, or such other place as the Board may designate. IBIC may have such other offices, either within or without the State of Washington as the Board may designate or as the business of IBIC may require from time to time.

ARTICLE 2. MEMBERSHIP AND MEETINGS

2.1 Classes of Members and Dues

2.1.1 Classes of membership for adults 18 years of age or older, shall be as follows: (1) Individual adult membership; (2) Household membership consisting of two adults residing in the same household; (3) Family membership consisting of up to two adults with children under the age of 18; (4) Sponsoring membership consisting of any of the above memberships paying membership dues beyond the required amount set annually by the Board; (5) Honorary memberships may be granted on a yearly basis only, without dues, by a vote of the Board; (6) Special membership, which may be issued to persons with limited income with the approval of the President, Vice President, Secretary, and Treasurer of IBIC. The Board from time to time may establish additional classes of memberships.

2.1.2 Dues shall be determined yearly by the Board at any meeting of the Board prior to the beginning of the fiscal year in which the dues will take effect. The dues determined by the Board will be printed on the yearly membership application form. Membership dues are due and payable at the beginning of each fiscal year.

2.2 Membership Qualifications, Boundaries and Termination

2.2.1 Any property owner, resident or immediate family member of the two aforementioned groups as defined by these Bylaws, or any former resident of Indianola (see Section 2.2.2) including spouse or partner, may become a member of IBIC by payment of dues and agreeing to conform to IBIC's bylaws, rules and regulations. If any bylaw amendment is adopted that would alter the membership of an existing member, those who are members at the time of adoption of that bylaw amendment may remain members and retain all of the benefits of their membership until the end of the current membership term, at which time the bylaw amendment will either terminate or alter their membership.

The term "immediate family member" is defined as any adult child, adult stepchild, adult grandchild, adult sibling, adult in-law, parent, stepparent, grandparent, spouse or partner, plus adult adoptive relationships, of a current property owner or resident who is a member. An adult is any person 18 years of age or older.

2.2.2 Indianola is an unincorporated community whose generally accepted location and membership boundaries are as follows:

> All of Sections 14 and 15, the southwest ¼ of Section 11, the south ½ of Section 10, the northeast ¼ of Section 16, and the southeast ¼ of Section 9, all in Township 26, Range 2 East, Kitsap County, Washington; also including all of the sandspit of the Indian Bay Development. See addendum for IBIC Membership Boundaries Map.

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

2.3 Voting Rights

2.3.1 Each adult possessing an Individual, Special, or Honorary membership, and each adult possessing a Household, Family, or Sponsoring membership (maximum of two adults per membership class as outlined in Section 2.1.1) which is effective 14 days before the scheduled date of any meeting, shall be entitled to one vote on matters of corporate business, except as limited in Section 2.3.4.

2.3.2 Each member entitled to vote at an election of Trustees may cast one vote for as many persons as there are Trustees to be elected.

2.3.3 All votes on matters coming before the IBIC must be made either in person, by written absentee ballot, or in the event of an uncontested election of Trustee candidates, by a vote of acclamation per Section 3.5.

2.3.4 Only members who are owners of real property in Indianola, as defined in Section 2.2.2, 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.

2.3.5 All matters submitted to a vote of the membership shall be decided by a majority of votes cast. However, the purchase, sale, acquisition, or leasing of real property (except that the post office real property may be leased to the United States Postal Service in accordance with Section 3.1 herein) the encumbrance of title to any real property, or the borrowing of money by IBIC shall require approval by a two-thirds (2/3) vote of the property-owner members, as defined in Section 2.2.2, who are present in person or represented by a written absentee ballot at a meeting called for that purpose in accordance with Section 2.4.2.

2.4 Annual Meeting of the Membership

2.4.1 There shall be an Annual Meeting of the Membership of IBIC once per fiscal year at a date and time specified by the Board, with 30 days' notice posted as stated in Section 2.4.2 for the purpose of electing Trustees and transacting such other business as may properly come before the meeting.

2.4.2 A notice of the Annual Meeting of the Membership shall be delivered either personally, by mail, or by electronic or digital transmission to all members 30 days prior to the meeting. Notice of any meeting to consider the purchase, acquisition, sale or lease, change of title of real property, or the borrowing of money by IBIC shall be delivered to all members who are property owners as defined in Section 2.2.2 at their last known address, or by electronic or digital transmission, at least 10 days prior to the date of the meeting. The President shall be responsible for these notices.

2.5 Calling Special Meetings of the Membership

The President shall call special meetings of the membership when so instructed by the Board or upon written request of 10 or more members.

2.6 Place of Meetings of the Membership

All meetings of members shall be held at the IBIC's principal office or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of the members, or by a waiver of notice signed by all members entitled to vote at the meeting.

2.7 Notice of Special Meetings to Members

The President, the Secretary or the Board shall cause to be delivered to each member

entitled to notice of or to vote at a special meeting, either personally, by mail, or by electronic or digital transmission, not less than 10 days before the meeting, written notice stating the place, date and time of the meeting and the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 10 of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than 10 nor more than 35 days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Notices by electronic or digital transmission must be delivered in accordance with Section 2.12 of these Bylaws.

2.8 Waiver of Notice by Members

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, 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 deemed equivalent to the giving of such notice.

2.9 Quorum

Ten percent of the members whose dues are paid, present in person or by written absentee ballot, shall constitute a quorum for the transaction of business at any annual or special meeting. When voting by acclamation for the election of uncontested candidates, a total of seven in-person, eligible voting members, including Trustees, shall constitute a quorum. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.10 Manner of Acting of Members

The vote of a majority of the votes entitled to be cast by the members represented by absentee ballot or in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation, or these Bylaws.

2.11 Action by Members Without a Meeting

Any action that could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the

minute book as if it were the minutes of a meeting of the members. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

2.12 Electronic and Digital Transmission to Members

IBIC may deliver to a member notices, demands, consents or waivers by electronic or digital transmission, if such member has consented to receive such electronically or digitally transmitted communications. The consent must designate the message format accessible to the member and the address, location or system to which the notices or other document may be electronically or digitally transmitted. Notice provided in an electronic or digital transmission is effective when it: (a) is electronically or digitally transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic or digital network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic or digital network.

2.13 Inspection of Documents

A member may inspect and copy, during regular business hours at a reasonable location specified by IBIC, any of the records IBIC is required to maintain under Section 5.1 (Books and Records), if the member delivers to IBIC an executed notice in the form of a record at least five business days before the date on which the member wishes to inspect and copy the records.

ARTICLE 3. BOARD OF TRUSTEES

3.1 General Powers and Responsibilities of the Board

IBIC's affairs shall be managed by the Board. The Trustees shall be responsible to the membership for carrying on IBIC's business. It shall be their duty to care for IBIC's property and maintain and preserve IBIC's best interests at all times. The Board may from time to time enter into lease agreements of the post office building with the United States Postal Service without obtaining approval of the membership; otherwise, the Board shall not buy, sell, acquire or lease real property, or encumber the title to IBIC's real property or make any substantial alterations or additions to real property or borrow money without obtaining the approval of members as provided in Section 2.4.2. The Trustees shall report to the membership all major items of concern and make recommendations as to any action they may deem appropriate.

3.2 Number of Trustees

There shall be a Board of 12 Trustees, their tenure of office to be so arranged that four Trustees shall be elected annually for a three-year term. All Trustees must be members in good

standing who paid their dues within the first 90 days of the fiscal year. The number of Trustees may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Trustee.

3.3 Qualifications of Candidates for Trustee

To be eligible for nomination, the candidate must be a current member of IBIC who paid their dues within the first 90 days of the fiscal year in which they are seeking to be elected. Trustees may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Nomination of Candidates for Trustee

In addition to the candidates proposed by the Nominating Committee, any member may nominate additional candidates, including themself, for the position of Trustee. Such member nomination shall be in writing and delivered to the President not less than 45 days prior to the meeting at which Trustees 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 Section 3.20.2 and nominations from the membership shall be listed in an edition of the *Indianola Breeze,* or, in its absence, otherwise be made public preceding the annual meeting.

3.5 Election of Trustees and Term of Office

The election of successor Trustees shall occur during the Annual Meeting of the Membership and election shall be by the membership at large. In years where there are no contested races, no ballots for the position of Trustee will be prepared, sent, or counted. A vote to approve the uncontested candidates by acclamation shall occur at the Annual Meeting of the Membership in accordance with Section 2.9.

The Trustees shall be elected for three years and shall take office immediately upon adjournment of the Annual Meeting of the Membership at which they were elected. Unless a Trustee dies, resigns or is removed, said trustee shall hold office until his or her successor is elected and takes office.

3.6 Annual Meeting of the Board

The Annual Meeting of the Board shall be held without notice immediately following and at the same place as the Annual Meeting of the Membership for the purpose of electing officers per Section 4.2, and transacting such business as may properly come before the meeting.

3.7 Regular Meetings of the Board of Trustees

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

3.8 Special Meetings of the Board of Trustees

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Trustees, or, in the case of a committee meeting, by the chairperson of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings of the Board of Trustees

All meetings of the Board shall be held at IBIC's principal office, or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting, or by a waiver of notice signed by all Trustees.

3.11 Notice of Special Meetings of the Board of Trustees

Notice of special Board or committee meetings shall be given to a Trustee in writing or by personal communication with the Trustee 10 days before the meeting or by mutual agreement if less than 10 days before the meeting. Notices in writing may be delivered or mailed to the Trustee at the address shown on IBIC's records, or given by electronic or digital transmission. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notices by electronic or digital transmission must be delivered in accordance with Section 3.22 of these Bylaws.

3.12 Waiver of Notice to Trustees

3.12.1 Waiver in Writing. Whenever any notice is required to be given to any Trustee under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, 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 deemed equivalent to the giving of such notice.

3.12.2 Waiver by Attendance. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.13 Quorum for Board of Trustees Meetings

Seven of the Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting by Trustees

No motion before the Board 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 affirmative votes. If a quorum is not present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice. The act of the majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15 Presumption of Assent

A Trustee present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Trustee files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Trustee who voted in favor of such action.

3.16 Action by Board of Trustees Without a Meeting; Conflict of Interest Exception

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Trustees. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section only, in the case of a conflict of interest transaction, "each trustee entitled to vote" does not include an "interested trustee" who abstains in writing from providing consent, where: (a) The Board has determined that: (i) IBIC is entering into a transaction for its

own benefit; and (ii) The transaction is fair and reasonable to IBIC when it enters into the transaction or the non-interested Trustees determine in good faith after reasonable investigation that IBIC cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and (b) Such determination is included in the written consent or in other records of IBIC.

3.17 Resignation of Trustees

Any Trustee may resign at any time by delivering written notice to the President or the Secretary at IBIC's registered office, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal of Trustees

At a meeting of members called expressly for that purpose, one or more Trustees (including the entire Board) may be removed from office, with or without cause, by two-thirds (2/3) of the votes cast by members then entitled to vote on the election of Trustees represented by absentee ballot or in person at a meeting of members at which a quorum is present. Any Trustee missing three or more consecutive regular meetings of the Board, without good cause, or any Trustee who is not a member in good standing as per Section 3.2, shall be removed and replaced by a vote of a majority of the remaining Trustees.

3.19 Trustee Vacancies

A vacancy in the position of Trustee may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board. A Trustee who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Board Committees

3.20.1 Standing or Temporary Committees. The Board, by motion adopted by a majority of the Trustees in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Trustees or members. Such committees shall have and exercise the authority of the Trustees in the management of IBIC, subject to such limitations as may be prescribed by the Board. 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 Trustee or officer; (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 IBIC's property and assets not in the ordinary course of business; (f) authorize the voluntary dissolution of IBIC or revoke proceedings therefor; (g) adopt a plan for the distribution of IBIC's assets; or (h) amend, alter or repeal any motion 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 Trustee of any responsibility imposed upon it, him or her by law. Standing committees shall include a nominating committee, a properties committee, a house rules committee, a finance committee, a membership committee, and an advisory committee.

3.20.2 Nominating Committee. The Nominating Committee shall be appointed by the President, with the approval of the Board, and shall consist of no less than three persons from the general membership, at least two of whom have not served on the Nominating Committee in the previous two years. It shall be the duty of this committee to provide a list of candidates for the position of Trustee to the Board in writing not less than 45 days prior to the meeting at which Trustees are to be elected.

3.20.3 Properties Committee. The Properties Committee shall be appointed by the President, with the approval of the Board. It shall be the duty of this committee to maintain the Clubhouse and other properties of IBIC, supervise repairs, provide the Board with information regarding current insurance coverage needs, and make recommendations to the Board for items of improvement and betterment.

3.20.4 House Rules Committee. The House Rules Committee shall be appointed by the President with the approval of the Board. It shall be the duty of this committee, subject to the control of the Board, 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.

3.20.5 Finance Committee. The Finance Committee shall be appointed by the President with the approval of the Board. It shall be the duty of this committee to supervise the financial operations of IBIC and prepare an annual budget for IBIC's operation, which budget shall be submitted to the Board.

3.20.6 Membership Committee. 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 IBIC and keep a list of the names and addresses of the members as furnished by the members.

3.20.7 Advisory Committee. 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 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 for the preservation and protection of the community. The committee shall advise with and aid the officers and Trustees 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.

3.20.8 Quorum; Manner of Acting by Committees. A majority of the number of Trustees composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.9 Resignation of Committee Members. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.10 Removal of Committee Members. The Board, by motion adopted by a majority of the Trustees in office, may remove from office any member of any committee elected or appointed by it.

3.21 Compensation

The Trustees shall receive no compensation for their service as Trustees but may receive reimbursement for expenditures incurred on behalf of IBIC.

3.22 Electronic or Digital Transmission to Trustees

IBIC may deliver to a Trustee notices, demands, consents or waivers by electronic or digital transmission, if such Trustee has consented to receive such electronically or digitally transmitted communications. The consent must designate the message format accessible to the Trustee and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic or digital transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic or digital network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic or digital network.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

IBIC's officers shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. The offices of President, Vice President, Secretary and Treasurer shall be filled only by persons who have been elected Trustee.

4.2 Officers' Election and Term of Office

IBIC's officers shall be elected each year by the Board at the Annual Meeting of the Board. They shall be elected for one year and shall take office immediately upon their election. The President shall not serve more than two consecutive terms. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next Annual Meeting of the Board or until his or her successor is elected and takes office.

4.3 Resignation of Officers

Any officer may resign at any time by delivering written notice to the President, Vice President, Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal of Officers or Agents

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment IBIC's best interests would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies in Any Office

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

4.6 Duties of the President

The President shall be IBIC's chief executive officer and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of IBIC. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of IBIC or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time. Not less than two months prior to the Annual Meeting of the Membership, the President shall appoint a nominating committee as defined in Section 3.20.2 to submit its nominations for the election of successor Trustees. The President shall be an ex-officio member of all committees of IBIC.

4.7 Duties of the Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by motion of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

4.8 Duties of the Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of IBIC's corporate records; (d) keep records of the post office address and class, if applicable, of each Trustee and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Duties of the Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of IBIC; receive and give receipts for moneys due and payable to IBIC from any source whatsoever, and deposit all such moneys in the name of IBIC in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to

time may be assigned to him or her by the President or the Board. No less than two officers shall be authorized to sign on IBIC's bank and investment accounts, including check writing.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

IBIC shall keep at its principal or registered office, and/or in digital storage, copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and the Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Trustee, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of IBIC shall be open at any reasonable time to inspection by any member in accordance with Section 2:13.

5.2 Fiscal Year

The fiscal year of the corporation shall be the twelve months ending in December.

5.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any motion of the Board.

5.4 Loans or Extensions of Credit to Officers

No loans shall be made and no credit shall be extended by IBIC to its officers.

ARTICLE 6. AMENDMENTS

6.1 Amending the Bylaws

The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority vote of the Trustees then in office at any meeting of the Board where a quorum is present, in accordance with Section 3.13. However, any alteration, amendment, repeal, or adoption of Bylaws that materially affects the rights, privileges, obligations, or voting powers of the members shall be authorized by a vote of two-thirds (2/3) of the members present in person or by absentee ballot at any annual or special meeting called for that purpose, in which there is a quorum, in accordance with Section 2.9, and notice has been previously given in accordance with Section 2.4.2.

The foregoing Bylaws were adopted by the Board of Trustees on August 23, 2026.

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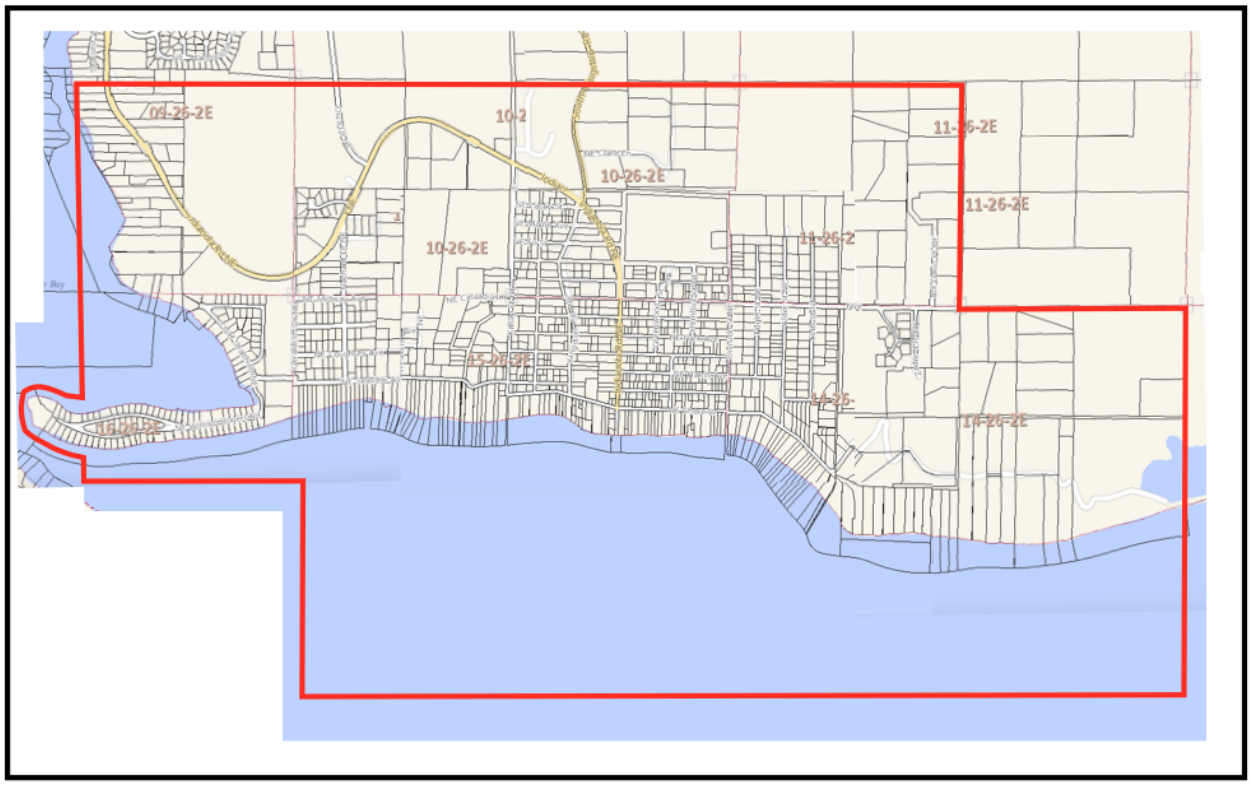
Karen Kinnaird, Secretary

ADDENDUM

Indianola Beach Improvement Club Membership Boundaries Map



Description of IBIC Corporation boundaries as per Bylaws, Article 2.2.2: All of Sections 14 and 15, the southwest 1/4 of Section 11, the south 1/2 of Section 10, the northeast 1/4 of Section 16, and the southeast 1/4 of Section 9, all in Township 26, Range 2 East, W.M., Kitsap County, Washington; also including all of the sandspit of the Indian Bay Development.