

BY-LAWS of the INNIS ARDEN ACTIVITIES COMMITTEE
(Adopted April 5, 2004)

PREAMBLE

The By-Laws of the Innis Arden Activities Committee, hereafter called the Committee, are the rules which form the structure of framework of the Committee. They govern the administrative program. By-Laws must not conflict with state and local laws, Articles of Association of the Committee, the Innis Arden Restrictive Easements (covenants), or relevant Federal and State non-profit regulations.

The purpose of the Committee is to be the social organization for the community of Innis Arden. It is composed entirely of volunteers from the community. Its function is to organize activities, raise funds for community projects, and spend such funds for the betterment of the community and its residents.

Article I MEMBER MEETINGS

Section 1 MEETINGS

A meeting of Members shall be held at least once each month, except March, July, and August, unless needed to plan events. At least one meeting must be held during the day and one in the evening each calendar year. These meetings may be held concurrently with meetings of the Executive Committee.

Section 2 SPECIAL MEETINGS

Special meetings may be called at any time by a majority of the Executive Committee.

Section 3 PLACE OF MEETINGS

All meetings of members shall be at the clubhouse, a member's house or at any place in King County that the Executive Committee shall select.

Section 4 NOTICE OF MEETINGS

Except as otherwise required by statute, notice of the time, place and purpose of meetings shall be given not less than ten or more than fifty days before the meeting by notice in the Bulletin, by telephone, email, or other means. Attendance at any meeting constitutes waiver of notice.

Section 5 QUORUM

At any meeting of members, other than meetings of the Executive Committee, the presence of at least ten (10) Active Members, in person, shall constitute a quorum for the transaction of business.

Section 6 REQUIREMENTS FOR ADOPTION

When a quorum is present, a majority vote is sufficient for adoption of any motion that is in order.

Section 7 VOTING

Only Active Members shall have the right to vote at Activities Committee meetings. An Active Member is a member who attended at least two Activities Committee meetings during the prior twelve months and who worked on at least one of the Activities Committee functions or events during the prior twelve months. Only one vote shall be allowed for each building site within Innis Arden unless both husband and wife, two partners, or co-owners are both Active members, then two votes are allowed for a building site, regardless of the number of owners of such building site or the number of activities a member is or was engaged in.

Section 8 VOTING BY EMAIL

If the Executive Committee determines that a certain business matter must be voted upon by the Active Members between meetings due to its urgent nature, the President may call for an email (or written) vote by notifying all of the Active Members that she is aware of by email or phone, explaining the pros and cons of the motion, and requesting responses. The Active Members must have at least three days to respond via email or in writing to the President. At least ten (10) Active Members must vote and a two-thirds majority is required to pass any motion presented under this Section 8.

Article II EXECUTIVE COMMITTEE

Section 1 DEFINITION

The Executive Committee shall consist of the Chairperson, who shall attend the Innis Arden Board Meetings, act as liaison between the Committee and the IA Board, and assist the President in running the Committee; the President, who shall be the chief executive officer of the Committee; the Treasurer, and the Secretary. Job descriptions shall be adopted by the Active Members and may be revised by a vote of the Active Members at a regular meeting.

Section 2 PURPOSE

The purpose of the Executive Committee is to expedite the operations of the Activities Committee.

Section 3 VOTING

The quorum necessary for voting shall be three members of the Executive Committee. A majority vote may authorize any action taken by the Executive Committee. In case of a tie, the President of the Executive Committee may override the tie and make the decision. If one person shall hold more than one officer position, only one vote may be cast by such person. If two persons hold one office, only one vote shall be cast by that office, and if there is a tie to decide on which way to cast such vote, the vote of that office shall not be counted.

Section 4 MEETINGS

The Executive Committee meeting shall be held each month, except August, in a member's home or at such other time and place as the Executive Committee selects for the transaction of business. These meetings may be held concurrently with meetings of the members. Minutes of Regular and Special meetings shall be recorded and retained in the minute book of the Activities Committee

Section 5 SPECIAL MEETINGS

The President, who is also the chairperson of the Executive Committee, or a majority of the members of the Executive Committee, may call a Special Meeting by notifying all members of the Executive Committee by telephone, personal contact or in writing at least one day prior to the proposed Special Meeting. Notice is waived by attendance at the meeting.

Section 6 The Executive Committee may be terminated at any time by the affirmative vote of the entire Executive Committee or by the affirmative vote of seventy-five percent of the Active Members, with or without cause.

Article III POWERS AND DUTIES OF OFFICERS AND AGENTS

Section 1 OFFICERS

The elected officers of the Association shall be a Chairperson, a President, a Secretary, and a Treasurer. These four officers shall constitute the Executive Committee which shall be the day to day governing body of the association. The Executive Committee may appoint other officers and agents as necessary in the proper conduct of the Association. The Chairperson and President may be combined in one person or the Secretary and Treasurer may be combined in one person, and any elected officer may also be appointed to an appointive office.

Section 2 TERM OF OFFICE

Elected officers shall hold office from the close of the annual organizational meeting at which they are elected to the next annual organizational meeting.

Section 3 REMOVAL OF ELECTED OFFICERS

Any elected officer may be removed at any time, either for or without cause, by the affirmative vote of two-thirds of Active Members at any meeting called for that purpose.

Section 4 VACANCIES

If any vacancy shall occur in any office, the Executive Committee may appoint a successor to fill such vacancy for the remainder of the term.

Section 5 POWERS AND DUTIES OF OFFICERS

The several officers of the Association shall exercise powers and perform such duties as are customary to their respective offices and shall perform such other duties and exercise further powers as may be provided by these By-Laws and as set forth on job descriptions which may be accepted by majority vote of the Active Members. In general, the officers shall perform the following duties:

The Chairperson shall attend the IA Board meetings, act as liaison between the Committee and the Board, and assist the President with running the Committee.

The President shall perform the functions of a chief executive officer, determine the Standing Committees for the year, select the chairpersons of the various activities sponsored by the Committee, and report to the Committee at the end of the year.

The Treasurer shall maintain the books of account, provide financial reports to the members and the officers as requested, at least monthly, and handle the collection and disbursement of Committee funds.

The Secretary shall maintain the minute books and records, maintain a list of the Active Members and their email addresses, and take the minutes at meetings and distribute them to Active Members.

Section 6 MEMBERSHIP IN INNIS ARDEN CLUB, INC.

Because of the unique responsibility for community betterment placed on the Chairperson, President, Secretary, and Treasurer, who form the Executive Committee, each such person to be elected or hold such office must be a current dues paid member of the Innis Arden Club, Inc.

Section 7 ELECTION OF OFFICERS

a. Active Members wishing to be candidates for officer position shall notify the Secretary not later than the regular member meeting the month before the annual organizational meeting, which shall be held in December of each year. Additional nominations may be made from the floor at the annual meeting by an Active Member. The nomination must be seconded and with the consent of the nominee. Active members may also volunteer from the floor.

b. Ballots may be cast by mail or hand delivery (and must arrive prior to the Annual Organizational Meeting) or at the Annual Organizational Meeting. All ballots shall be validated by the Secretary and at least one such other Active Member as the President may appoint.

c. Those candidates receiving the greatest number of votes for their respective positions shall become the designated officer and shall assume their duties immediately following the annual organizational meeting. The Chairperson is customarily ratified, as an individual property owner, to the Board of Directors of the Innis Arden, Club, Inc. as liaison officer for the Activities Committee. The Executive Committee may, with the approval of the Board of Directors of the Innis Arden Club, Inc., substitute an alternate as the Liaison Officer in place of the Chairperson.

Article IV COMMITTEE OPERATIONS

Section 1 MEMBERSHIP

The following persons only shall be eligible for membership in the Activities Committee:

- a. Owners of one or more residential lots in Innis Arden.
- b. Persons renting and actually residing in any of the foregoing properties and their families, if the owner of said property forgoes the right of membership in favor of the tenant in writing to the Secretary.
- c. Persons buying one or more building sites or residential lots and members of their families.

All of the above persons are eligible for membership without discrimination against any person as to race, creed, color, national heritage, religion, gender, or economic status. Property owners and/or residents may be active or non-active members at their choice.

Section 2 TERMINATION OF MEMBERSHIP

Membership is automatically terminated upon any person ceasing to possess one of the qualifications enumerated in Section 1 of Article IV above.

Section 3 DUES AND ASSESSMENTS

No dues or assessments shall be levied for membership in the Activities Committee.

Section 4 STANDING COMMITTEES

The President will create the list of Standing Committees and their chairs for the year and present it to the members at the first meeting of each year. The list may be revised and expanded by the President except for the Rummage Chair(s) whose term of appointment runs sale to sale. A disagreement with the list of Standing Committees or chairpersons shall be resolved by a vote of the Executive Committee.

Section 5 ADDITIONAL COMMITTEES

The Executive Committee may appoint such additional committees for any proper Committee purpose as may be desirable by a simple majority vote of the Executive Committee. Such additional committees may be terminated by a simple majority vote of the Executive Committee.

Section 6 ANNUAL REPORT

The President shall prepare and submit to the Committee members at the last meeting of the year a report of the activities which have taken place over the year and other information of interest. The Chairperson shall present the report to the IA Board. The Secretary shall keep a copy of the report in the minutes book.

Article V MISCELLANEOUS

Section 1 FISCAL YEAR

The fiscal year of the Committee shall be the period commencing January first and ending December thirty-first (i.e. a calendar year).

Section 2 ANNUAL REPORTS

The Committee shall file an annual report with the State of Washington Secretary of State between January 1 and March 1 of each year. Similarly, the Committee shall file any required reports to Federal agencies such as the Internal Revenue Service in a timely fashion.

a. STATE OF WASHINGTON ANNUAL REPORT

Report and fee are due on last day of anniversary month. For information call 206-753-7115.

Mail to: Corporation Division

Office of Secretary of State

505 East Union, 2nd Floor

PO Box 40234

Olympia, WA 98504-0234

b. INTERNAL REVENUE SERVICE ANNUAL REPORT

Form 990 or 990EZ (simplified) is required. No payment is required. NOTE: An exempt organization that has \$1,000. or more gross income from unrelated business must file Form 990-T in addition to the above. There may be income tax due on Form 990-T.

Article VI STRATEGIC PLANNING

MONTHLY SCHEDULE

To facilitate strategic planning, a monthly schedule, similar to the one below, shall be established in January of each year.

- January
President:
 - A. Presents the list of Standing Committees and Chairs for the new year.
 - B. Supplies past year detail and information and a project manual (notebook) to each new appointee.
 - C. Reviews past year activities.Treasurer:
 - A. Pays or accrues all prior bills.
 - B. Prepares Comparative Statement of Receipts and Expenditures covering prior calendar year, showing project details.
 - C. Prepares a preliminary budget for projects (social affairs), community services and or community betterments.
- February
Secretary: Presents list of current active members for review by the Committee.
Treasurer: Files any required Federal and State reports.
Prior year Chairpersons will be requested to provide guidance to the new chairpersons in determining staffing, supplies, and procedures for their project.
- March
Rummage Sale
Treasurer: Responsible for setting up cash boxes, staffing and banking monies during the auction and sale
- April
Executive Committee: Strategy meeting to finalize project assignments and the budgets for the proposed community services and community betterments.
Secretary: Review active membership status of committee members and update records accordingly.
Review Rummage Sale, distribution of proceeds, appointment of next year's chair(s)
- May
- June
Tennis
- July
- August
- September
Salmon Bar B Q
Treasurer is responsible for setting up cash box and banking monies.
- October
- November
- December
Christmas Party.
Annual Organizational Meeting - election of officers.
Review of past year by current President.
Treasurer: Updates checking signature card at the bank after election (if needed) with a copy of the meeting minutes.

Article VII AMENDMENTS

The By-Laws of the Committee may be altered or repealed in any particular, and new by-Laws, not inconsistent with any provision of the Articles of Association or any provision of Federal or State law, may be adopted by affirmative vote of two-thirds of the Active Members at the Annual Organizational Meeting or a Special Meeting, notice thereof to include the proposed revisions or a summary thereof.

Article VIII INDEMNIFICATION

To the fullest extent permitted by the Washington Business Corporation Act, and the assets of the Activities Committee, this Committee shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether by or in the right of the Association or otherwise) by reason of the fact that she or he is or was an Officer of the Association, or is or was serving at the request of the Committee as a Director or Officer of another organization, against expenses (including but not limited to attorney's fees), judgments, fines and amounts paid in settlement actually and, in the case of expenses and settlement amounts, reasonably incurred by her or him in connection with such action, suit or proceeding. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law, by contract or otherwise.