

Mirrmont Country Club  
BYLAWS

Revised and Restated  
July 2009

**MIRRORMONT COUNTRY CLUB**  
**AMENDED AND RESTATE BYLAWS**

**ARTICLE 1. NAME**

1.1 Name. The name of this corporation is Mirrormont Country Club (herein "Club").

1.2 Formation. The Mirrormont Country Club was incorporated as a non-profit corporation in the State of Washington on March 8, 1976 pursuant to Ch. 24.03 RCW.

**ARTICLE 2. PURPOSE**

2.1 Generally. The purpose for which the Club is formed is to promote social, athletic, and civic activities for its members to be selected primarily from the residents of Mirrormont Estates, a subdivision, in King County, Washington who meet the other membership requirements set forth herein, as well as all purposes set forth in the Articles of Incorporation

2.2 Nonprofit. The Club is for the cooperative benefits of its members under Ch. 24-03 RCW and shall not be conducted for the financial profit of its members or anyone else. Toward that end, and notwithstanding any provision of these bylaws to the contrary, the Club (1) shall not have or issue shares of stock; (2) shall not make any disbursement of income to its members, directors or officers; (3) shall not loan money or credit to its officers or Trustees; (4) may pay compensation in a reasonable amounts to its members, directors or offers for services rendered; (5) may confer benefits upon its members in conformity with its purposes; and (6) upon dissolution or final liquidation may make distributions to its members as permitted by this chapter, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income.

**ARTICLE 3. MEMBERSHIP**

3.1 General Membership. The total number of general memberships available for subscription and the eligibility of each applicant for general membership shall be at the discretion of the Board of Trustees. General memberships shall be limited to a quantity of ninety-five (95).

3.2 Basis. Membership in the Club shall be on an individual or family basis. A family shall consist of all individuals permanently residing in one home. In the case of family memberships, not each member of the family need apply, be qualified or be admitted to membership.

3.3 Application for General Membership. At the sole discretion of the Board of Trustees, an individual or family may be admitted to general membership upon submittal and acceptance by the Board of Trustees of the following:

a. Application. An application in a form approved by the Board of Trustees containing, at a minimum, the proposed member's name, the name of his or her spouse, his or her address, his or her residence and work phone numbers (if any), and the Club activities in which he or she is interested, and showing among other things:

1. Residency. That all applicant(s) reside within Mirrormont Estates or petition for membership notwithstanding their residency stating the basis for their petition; and

2. Age. That all applicant(s) be either

i. twenty-one (21) years of age or older, or

ii. the owner of a residence and at least eighteen (18) years of age or older; or

iii. residing in a family seeking membership with at least one person who is qualified for and admitted to membership in the Club.

b. Contract. A signed subscription contract in a form approved by the Board of Trustees; and

c. Tender and Payment of Initiation Fee. A tender of the initiation fee in such amount as may be established by the membership pursuant to Article 4.1 herein; and receipt of payment in such amount by the applicant.

The discretion of the Board of Trustees regarding whether or not to admit an individual or family to membership is final; provided that the Board of Trustees shall not discriminate against any person or family on the basis of race, religion, creed, color, national origin, sex, sexual preference, marital status, age (except as expressly set forth herein), or the present of any sensory, mental, or physical handicap.

3.4 Social Memberships. In addition to general members who shall be accorded all rights and privileges set forth in these bylaws, the Board of Trustees in its sole discretion may permit "social memberships" with the rights, duties, conditions and privileges of general members, limited as follows:

a. Eligibility. An individual or family shall be eligible for social membership if he or she, or the family, is currently and previously has been a general member for at least five (5) consecutive years and is in good standing; provided

1. No Minor Children. No family holding a social membership shall remain in good standing if they have a child or children under eighteen (18) years of age living at home; and

2. Dues. In lieu of all other dues and fees, social members shall pay annual dues as set forth herein in advance at the commencement of membership, and shall be paid annually in January of each subsequent year.

b. Limitations on Participation.

1. Voting. No social member may vote nor shall such members qualify for elective office.

2. Distributions. No social member may participate in distributions pursuant to Article 12 of these bylaws.

3. Facilities. Social Members shall have rights to general membership privileges in connection with building use, including but not limited to the right to use the swimming pool five (5) days per year and the right to use the tennis facilities.

4. Transfer. Social memberships shall not be transferable.

c. Limitations on Creation of Social Memberships.

1. No social memberships will be offered while the Club is offering new general memberships for sale or while there are no families wait-listed for general memberships.

2. Special considerations may be given to eligible general membership families with youngest child age 17, wishing to transfer to social membership. Such member families may be allowed to return their general membership to the Club without losing eligibility for social membership while waiting for their minor child age 17 to become age 18. All social member eligibility rules must be satisfied at the time of social membership wait-list application, and will continue once social membership eligibility is quailed.

3. Social members shall be subject to all other rights, duties and privileges set forth in the Articles, bylaws and rules of the Club where not inconsistent with the foregoing provisions.

3.5 Tennis Memberships. In addition to general members, who shall be accorded all rights and privileges set forth in the bylaws, the Board of Directors in its sole discretion may permit "tennis memberships" with the following rights, duties, conditions and privileges:

a. Dues. Annual dues as set forth herein shall be paid in advance at the commencement of membership, and shall be paid annually in January of each subsequent year.

b. Limitations on Participation.

1. Voting. No tennis member may vote nor shall such members qualify for elective office.

2. Distributions. No tennis member may participate in distributions pursuant to Article 12 of these bylaws.

3. Facilities. Tennis members shall have no rights to general membership privileges in connection with building use or the swimming pool.

4. Transfer. Tennis memberships shall not be transferable.

c. Limitations on Creation of Tennis Memberships. Limits to the number of tennis memberships shall be at the sole discretion of the Board of Trustees.

Tennis members shall be subject to all other rights, duties and privileges set forth in the Articles, bylaws and rules of the Club where not inconsistent with the foregoing provisions.

3.6 Good Standing. A general, social or tennis member shall be in good standing, provided that the member and any guest they may permit upon Club property is in compliance with Club bylaws and rules and there has been payment without uncured delinquency, of all required payments under the member's subscription contract and these bylaws, as well as duly-assessed interest, fees and dues.

3.7 Nature of Membership. All memberships in the club do not constitute property interests of any kind, may not be sold or transferred, and any certificate evidencing such membership interests shall be returned to the Club upon disassociation.

#### **ARTICLE 4. DUES AND FEES**

4.1 Initiation Fee. The initiation fee to be paid by an applicant approved for general membership shall be determined by a two-thirds (2/3) vote for all members present and voting in any regular or special meeting or special balloting in which a quorum is present, provided that no modification of the initiation fee shall be voted upon unless Notice of the proposed fee is delivered to the members at least ten (10) days prior to the vote thereon.

4.2 Membership Dues. Membership dues for each member shall be determined by a two-thirds (2/3) vote of all members present and voting in any regular or special meeting or special balloting in which a quorum is present, provided that no modification of the membership dues shall be voted upon unless notice of the proposed dues is delivered to the members at least ten (10) days prior to the vote thereon.

4.3 Special Assessments. From time to time, special assessments may be charged to each general member, provided that such special assessment shall be determined by a two-thirds (2/3) vote if all members present and voting in any regular or special meeting or special balloting in which a quorum is present, provided that no special assessment shall be voted upon unless notice of the proposed special assessment is delivered to the members at least ten (10) days prior to the vote thereon.

4.4 Delinquencies.

a. Membership dues. Annual dues will be paid in two installments, with the first payment due on January 1<sup>st</sup> for 50% of the total dues, and second payment due on July 1<sup>st</sup> for the remaining balance due. Failure to pay the dues within thirty (30) days of the due date shall render an account delinquent.

b. Effect. Any member who is delinquent will not be in good standing. Any member who is delinquent for sixty (60) days shall be automatically suspended and will not be entitled to any of the privileges of membership. Such suspension is automatically lifted upon payment of all unpaid dues as set forth herein plus a late fee of 10% of the total amount delinquent.

4.5 Deferral of Dues Payment. Deferral of payments due may be requested by any member in good standing by petitioning the Board of Trustees in writing through the Treasurer. During the deferral period, which shall not exceed six (6) months, a member will remain entitled to members' privileges; dues shall continue to accrue, and the penalty for delinquent accounts will not apply. Accrued dues plus interest as determined in the sole discretion of the Board of Trustees, if any, shall be payable at the end of the deferral period, or upon dissociation, whichever first occurs. If deferred dues, and the interest thereon, if any, as set forth here, remain unpaid ten (10) days after that date, a late fee of 10% of the total delinquency shall be assessed. The decision of the Board on a deferral request is final and binding.

## **ARTICLE 5. RULES**

The Board of Trustees may adopt reasonable rules regarding the operation and maintenance of the Club, the Club House, Swimming Pool, Tennis Courts, and its other facilities, its property, and the conduct of its members.

a. Notice of Violation. Prior notice and an attempt to permit a cure shall be encouraged when desirable, but absent a required opportunity to cure, no notice of a violation is required. Upon any continued or flagrant violation of club rules or these bylaws by a member, the Board of Trustees may, but is not required to, notify such member that one or more violations have occurred, and that continued disregard of club rules or bylaws will result in dissociation.

b. Appeal. A member contesting a violation of such rules or bylaws may present his or her position to the Board of Trustees at any regular or special meeting called for that purpose. The decision of the Board of Trustees as to the nature and scope of any such alleged violation shall be final and binding.

## **ARTICLE 6. OFFICERS AND TRUSTEES**

6.1 Board of Trustees. The direction of the affairs and activities of the Club shall be vested in the Board of Trustees composed of the officers and six (6) Trustees to be elected at large from the general membership. The Board of Trustees may, by resolution or by amendment to these bylaws, increase or decrease the number of Trustees; provided that no decrease in number shall have the effect of shortening the term of any incumbent.

6.2 Officers. The elective Officers shall consist of the President, the Vice President, the 2<sup>nd</sup> Vice President, the Secretary and the Treasurer to be elected by the membership in accordance with these bylaws.

a. Multiple Offices. The same person simultaneously may hold any two (2) or more offices, including those created by special appointments, except the offices of President and Secretary.

6.3 Specially Appointed and Temporary Officers. The Board of Trustees may appoint one or more temporary or specially-appointed Officers to serve for such periods and to perform such duties as they may be assigned.

6.4 Duties.

a. Trustees. A Trustee shall perform the duties of a Trustee, including the duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner such Trustee believes to be in the best interests of the Club, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the Club whom the Trustee believes to be reliable and competent in the matter presented;
2. Counsel, public accountants, or other persons as to matters which the Trustee believes to be within such person's profession or expert competence; or
3. A committee of the Board upon which the Trustee does not serve, duly designated in accordance with a provision in the Articles of Incorporation or bylaws, as to matters within its designated authority, which committee the Trustee believes to merit confidence; as long as, in any such case, the Trustee acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

b. Elective Officers. The duties of the elective Officers are:

1. President. The President shall preside at all meetings of the Club, shall be an ex officio member of all committees, shall preside at all meetings of the Board of Trustees and members, shall see that orders and resolutions are carried out; shall, upon direction of the Board, sign in the name of the Club all leases, mortgages, deeds, and other written instruments; may co-sign all checks and promissory notes and shall perform all such duties as are incidental to the office of President of a nonprofit corporation, are property require of him or her by the Board of Trustees, and which are not expressly reserved to another Officer by the Articles of Incorporation or these bylaws.

2. Vice President. The Vice President shall assist the President as required and shall perform all such duties as are incidental to the office of Vice President of a non-profit corporation, are properly required of him or her by the Board of Trustees, and which are not expressly reserved to another Officer by the Articles of Incorporation or these bylaws. In the absence of the President, he or she shall exercise all the functions of the President and shall be vested with all of his or her powers.

3. 2<sup>nd</sup> Vice President. The 2<sup>nd</sup> Vice President serves in the absence of both the President and Vice President and shall perform all such duties as are incidental to the office of and Vice President of a nonprofit corporation; are properly required of him or her by the Board of Trustees, and which are not expressly reserved to another officer by the Articles of Incorporation or these bylaws. He or she shall also be responsible for membership and registration.

4. Secretary. The Secretary shall have charge of corporate records, except financial; record the votes and keep minutes of the meetings and proceedings of the Board of Trustees and the membership; serve notice of the meetings of the Board of Trustees and members when required; keep appropriate current records identifying the Board of Trustees of the Club, together with their addresses and their terms of election; transmit an annual report to each member of the Board of Trustees upon required by the President; draft communications to the Trustees and to third parties; shall, upon direction of the Board, sing in the name of the Club all leases, mortgages, deeds, and other written instruments, and shall perform all such duties as are incidental to the office of Secretary of a nonprofit corporation, are properly required of him or her by the Board of Trustees, and which are not expressly reserved to another Officer by the Articles of Incorporation or these bylaws.

5. Treasurer. The Treasurer shall keep proper books of account; conduct its banking business; have the care and custody of and be responsible for all funds and investments of the Club; shall receive and deposit in appropriate accounts all monies of the Club and shall disburse such funds as directed by the resolution of the Board of Trustees; may sign all checks, promissory notes and other obligations of the Club; shall render to the President and other Board of Trustees members, whenever requested by an Officer or Trustee, an accounting of all transactions and the financial condition of the Club, and shall, whenever required by the Board of Trustees, arranged for an audit of the accounts satisfactory to the Board of Trustees, and shall perform all such duties as are incidental to the office of Treasurer of a nonprofit corporation, are properly required of him or her by the Board of Trustees, and which are not expressly reserved to any Officer by the Articles of Incorporation or these bylaws. The Treasurer shall also prepare and distribute financial statements to each member of the Board of Trustees as follows:

i. Budget. A proposed budget for each fiscal year shall be distributed not less than sixty (60) days before the beginning of the fiscal year, and

ii. Closing Statements. A balance sheet as of the last day of the Club's fiscal year, an operating statement for the fiscal year, and a statement of changes in financial position for the fiscal year; all of which shall be distributed within ninety (90) days after the close of the fiscal year. The Treasurer shall be bonded at Club expense in such amounts as may be determined from time-to-time by the Board of Trustees.

6.5 Compensation. The Officers and Trustees shall perform their duties described hereunder without compensation, but their reasonable out-of-pocket expenses incidental to the performance of their duties shall be promptly repaid by the Club.

a. Compensation Exception. Elected Officer positions of Treasurer and Pool Trustee shall be compensated positions for the amount of the annual membership dues, which will be covered by the Club.

6.6 Fiscal Year. The Fiscal year of the Club shall begin January 1<sup>st</sup> and end December 31<sup>st</sup>.

6.7 Budgeting. The expenditures of the Club shall be in accordance with the budget as approved by the Board of Trustees; provided, the Board of Trustees shall not spend in excess of \$10,000.00 for a single expenditure in any 12-month period without the approval of a two-thirds (2/3) vote of all members present and voting in any regular or special meeting or special balloting in which a quorum is present; provided further that no such acquisition shall be voted upon unless notice of the proposed acquisition is delivered to the members at least ten (10) days prior to the vote thereon.

#### **ARTICLE 7. ELECTION OF TRUSTEES AND OFFICERS.**

7.1 Eligibility. General members in good standing are eligible to hold elective office.

7.2 Nominations. Nominations shall be made only during October and will require the approval of the nominee. A nominee may file a nomination form on his or her own behalf. The President shall appoint a Nomination Committee to arrange for nominees and said committee will have until ten (10) days prior to the November meeting to prepare and deliver such nominations to the membership. General members may make nominations at the October meeting or by contacting the Nominating Committee in time for publication. Campaigning shall take place during October and each nominee shall be afforded reasonable time at the November meeting, not to exceed an amount to be determined by the Board of Trustees, to be introduced and comment upon his or her candidacy.

7.3 Voting.

a. Eligibility. General memberships in good standing are eligible to vote. Each membership is entitled to one vote.

b. Manner. Voting shall take place at a regular business meeting of the membership in November, or at the first special meeting called for that purpose thereafter, and shall be by secret ballot. General members may cast one vote for each position to be filled but no cumulative voting shall be allowed. The nominees who receive the great number of votes shall be elected and shall hold office.

c. Proxies and Absentee Ballots. Any member who is entitled to vote but who is not present at the annual meeting may vote for Officers and Trustees, provided that an absentee ballot or proxy statement in a form approved by the Board of Trustees and bearing the absent member's signature, is submitted to the Secretary prior to the election of Officers and Trustees at the annual meeting. No proxy shall be valid unless it names a member in good standing and, unless otherwise provided in the proxy, is used within eleven (11) months from the date of its execution.

d. The nominees receiving the greatest number of votes shall be installed at the following meeting of the members or the Board of Trustees, whichever first occurs.



#### 7.4 Term of Office.

a. Trustees. Trustees shall be elected for terms of two (2) years, or until their respective successors are elected and qualified, or for so long as they remain eligible, whichever is shorter. A Trustee may serve an unlimited number of terms.

b. Officers. Elective Officers shall be elected for a term of one (1) year, or until their respective successors are elected and qualified, or for so long as they remain eligible, whichever is shorter. The President, Vice President, 2<sup>nd</sup> Vice President and Secretary, if elected to a full term, may not serve more than one (1) year consecutively in the same office without the consent of the Board of Trustees. The Vice President shall automatically succeed to the office of President in the year after his or her service as Vice President, provided, however, that if the Vice President is unwilling or unable to serve as President, then the new President shall be elected from among the other officers.

#### 7.5 Resignations and Vacancies.

a. Board of Trustees. In case of the resignation or other vacancy in the Board of Trustees, except that of an Officer, the Board of Trustees shall elect a successor Trustee to serve until the next election, at which time the members will elect a Trustee to fill the unexpired term or, if the term shall end, a full term as the case may be.

b. Elective Office. In case of the resignation or other vacancy in the office of President, the Vice President will automatically become President for the remainder of the unexpired term and then serve as President as set forth in these bylaws. In case of the resignation or other vacancy of any other Office, the Board of Trustees shall elect a member of the Club to fill such vacancy for the unexpired term.

7.6 Recall and Removal. A Trustee or Elective Officer may be recalled upon motion duly made and seconded by at least three (3) Trustees, and approved by a two-thirds (2/3) vote of all members present and voting in any regular or special meeting or special balloting in which a quorum is present, provided that no recall shall be voted upon unless notice of the proposed recall, a statement by the moving party not to exceed 500 words, a statement by the Trustee to be removed not exceeding 500 words, and a rebuttal of each not exceeding 250 words is delivered to the members at least ten (10) days prior to the vote thereon; provided any party may waive its right to make a statement or rebuttal statement by failing to submit one by the time determined by the Board of Directors.

7.7 Additional Rules. The Board of Trustees may establish more detailed rules for the orderly conduct of elections provided they are not inconsistent with these bylaws.

### **ARTICLE 8. MEETINGS**

8.1 Membership Meetings. Regular or special meetings of the membership shall be held as determined by the Board of Trustees. An annual membership meeting shall be held each year in November (hereafter "Annual Meeting") at which the members shall elect Officers and Trustees.

a. Notice of Members' Meetings. Written or printed notice stating the date, time and place of the Annual Meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the Officers or persons calling the meeting, to each member entitled to vote at such meeting. Notice of

regular meetings other than the Annual Meeting shall be made by providing each general member with the adopted schedule of regular general membership meetings for the ensuing year at any time after the Annual Meeting and ten (10) days prior to the next succeeding regular meeting and at any time when required by a general member or by such other notice as may be prescribed by the bylaws. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the general member at his address as it appears on the records of the club, with postage thereon prepaid.

b. Quorum. General members holding forty (40) percent of the votes entitled to be cast represented in person or by proxy shall constitute a quorum for the transaction of business. The vote of a majority of the votes entitled to be cast by the 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 members, unless a greater proportion is required by laws, the Articles of Incorporation, or these bylaws.

8.2 Board of Trustees Meeting. The Board of Trustees shall meet on such date or dates as they may determine.

a. Notice of Regular Meetings. No further notice of the date, time and place of a scheduled meeting of the Board of Trustees need be given to any Trustee except that not more than fifty (50) days nor less than ten (10) days such notice shall be given to a newly-elected Trustee prior to his or her first Trustee's meeting, and to each Trustee upon a change in the established meeting schedule of the Board of Trustees. Neither the business to be transacted, nor the purpose of any regular meeting of the Board of Trustees need be specified in the notice.

b. Quorum. At least seven (7) voting Trustees, either present or participating through a conference telephone call or similar communications equipment, shall constitute a quorum for the transaction of business at a Trustee's meeting. The vote of a majority of the voting Trustees and Officers present in person or by proxy at a duly called meeting of the Board of Trustees at which a quorum is present shall be regarded as the act of the Board of Trustees, unless a greater proportion is required by law, the Articles of Incorporation, or these bylaws.

c. Special Meetings. The President or any three (3) members of the Board of Trustees may call special meetings of the Board of Trustees. The notice shall specify the date, time and place of the Trustee's meeting and the nature of any special business to be considered. The notice shall be delivered to all Trustees not less than five (5) days prior to the scheduled meeting. If an extraordinary circumstance or emergency exists which requires a meeting of the Board of Trustees which could not be reasonably met by giving five (5) days notice, a special emergency meeting may be called and written notice to the Trustees may be dispensed with. However, notice of such meeting shall be given to the Trustees as early as is practicable under the circumstances, and any action taken by the Board of Trustees at such special emergency meeting shall be promptly communicated to all absent Trustees. The minutes of the meeting shall reflect the action taken and the nature of the emergency or extraordinary circumstances which existed, as well as the form and method of notice which was given and deemed practicable under the circumstances.

8.3 Rules of Order. The rules of procedure at meetings of the Board of Trustees shall be the rules contained in Robert's Rules of Order on Parliamentary Procedures, as amended, so far as applicable and

when not inconsistent with these bylaws, the Articles of Incorporation or any resolution of the Board of Trustees.

8.4 Telephone Meetings. Any meeting may be held by conference telephone call or similar communications equipment, and any Trustee may participate through such means during any meeting or portion thereof at which the other Trustees are physically present, as long as all Trustees participating in the meeting can hear one another, in which event all Trustees shall be deemed to be present in person at such meeting.

8.5 Waiver of Notice. Any Trustee may, at any time, waive notice of any special meeting and such waiver shall be deemed equivalent to the timely giving of notice. Attendance by a Trustee at any meeting of the Board of Trustees shall constitute waiver of notice of the time and place of the 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. If all Trustees are present at any meeting of the Board of Trustees, and no such objection occurs, no notice shall be required and any business may be transacted at such meeting.

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

8.7 Open Meetings. Except as set forth below with respect to Executive Sessions, all meetings of the Board of Trustees shall be open to all members and others (as permitted by the President), but attendees other than Trustees may not participate in any discussion or deliberation unless expressly so authorized by the President or a majority of a quorum of the Board of Trustees.

8.8 Executive Session. The Board of Trustees may, with approval of a majority of quorum, adjourn a meeting and reconvene in Executive Session to discuss or vote upon personnel matters, the acquisition price or disposition price of any real property previously approved as being appropriate for acquisition or disposition earlier in an open meeting, litigation in which the Club is or may become involved, violations of the Club rules or bylaws, member dissociations, and orders of business of a similar confidential or sensitive nature which are deemed to constitute an executive matter by a majority of the Board present and voting. An Executive Session shall include all voting Trustees, but may exclude or allow others to attend as authorized by the President or a majority of a quorum of the Board of Trustees. The general nature of any and all business to be considered in Executive Session shall first be announced in open session.

8.9 Minutes. A copy of the written minutes of each meeting of the Board of Trustees shall be provided to all Trustees within thirty (30) days after adjournment of such meeting.

8.10 Action Taken Without a Meeting. The Board of Trustees shall have the right to take an action in the absence of a meeting which it could take at a meeting of the Board of Trustees if a consent in writing setting forth the action so taken is signed by all of the Trustees or by the Secretary who also certifies

that each Trustee has given his or her consent personally to the Secretary. Any action so approved shall have the same effect as though taken at a meeting of the Board of Trustees.

## **ARTICLE 9. COMMITTEES**

9.1 Appointment. Committees may be constituted from time to time for any duration of time and for any particular purpose by resolution adopted. Such committees serve at the discretion of the Board of Trustees, and the President is authorized and empowered to appoint a chairperson for any committee so constituted. The chairperson so appointed shall in turn select the other members of the committee.

9.2 Participation. Each member of the Club is expected to accept membership on, and to serve or otherwise participate in, committee activities when so required by the President or the chairperson of each committee.

9.3 Executive Committee. The Board of Trustees, by resolution adopted by a majority of the voting Trustees, may designate and appoint an Executive Committee. Such a committee shall consist of five (5) or more Trustees and shall have and exercise such authority of the Board of Trustees in the management of the Club as may be specified in said resolution. However, no such committee shall have the authority to amend, alter, or repeal the bylaws; elect or appoint or remove any member of any such committee, any Trustee, or any Officer of the Club, amend the Articles of Incorporation; adopt a plan of merger or consolidation with another corporation; authorize the voluntary dissolution of the Club or revoke proceedings therefore; adopt a plan for the distribution of the assets of the Club not in the ordinary course of business; or amend, alter, or repeal any resolution of the Board of Trustees which by its terms provides that it shall be not amended, altered or repealed by such committee. All decisions of the Executive Committee shall be reported to the Board of Trustees at the next regularly scheduled meeting of the Board of Trustees and shall be ratified or revoked by the Board of Trustees at that time. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the Board of Trustees or any individual Trustee of any responsibility imposed upon it him or her by law.

## **ARTICLE 10. TRANSFER OF MEMBERSHIPS**

10.1 Dissociation. A member dissociates from the Club when:

- a. Move from the Community. He, she or the family in which he or she is a member moves from their place of residence and resides outside of Mirrormont Estates;
- b. Loss of Good Standing. He, she or the family in which he or she is a member loses good standing in the Club and fails to reestablish good standing within sixty (60) days;
- c. Withdrawal. He, she or the family in which he or she is a member elects to terminate their membership in writing; or
- d. Transfer. The member attempts to transfer his or her, or their family's membership to anyone other than the Club.
- e. Continued or Flagrant Violation of Club Rules of Bylaws. Notwithstanding any other provision herein, any continued or flagrant violation of club rules or these bylaws which in the sole opinion of the Board of Trustees may not be cured will justify and permit immediate dissociation.

10.2 Effect of Dissociation. Upon dissociation, a membership shall terminate. Disassociation shall not absolve any member from liability for required payments under the member's subscription contract, the rules or these bylaws, as well as duly-assessed fees and dues which remain unpaid at disassociation. Upon return of all Club property, including keys, the Club shall reimburse the dissociated member \$1,000, or such other amount as may be established in the sole discretion of the Board of Trustees from time to time, less those amounts due the Club under its bylaws or rules.

#### **ARTICLE 11. AMENDMENTS.**

These bylaws may be amended by a two-thirds (2/3) vote all members present and voting in any regular or special meeting or special balloting in which a quorum is present, provided that no amendment shall be voted upon unless notice of the proposed amendment is delivered to the members at least ten (10) days prior to the vote thereon.

#### **ARTICLE 12. DISSOLUTION.**

12.1 Disposition of Assets. Assets shall be distributed as required by law including, but not limited to, the procedures required by this Article.

a. Extraordinary Disposition of All, or Substantially All, the Property and Assets. A sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Club, if not in the ordinary course of business, may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares of any corporation for profit, domestic or foreign, as may be authorized in the following manner:

1. Board of Trustees. The Board of Trustees shall adopt a resolution recommending such sale, lease, exchange, or other disposition and directing that it be submitted to a vote at a meeting of members, which may be either an annual or a special meeting.

2. Membership Vote. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Club shall be given to each member entitled to vote at such meeting, within the time and in the manner provided by these bylaws for the giving of notice of meetings of members. At such meeting, the members may authorize such sale, lease, exchange, or other disposition and may fix, or may authorize the Board of Trustees to fix, any or all of the terms and conditions thereof and the consideration to be received by the Club therefor. Such authorization shall require at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy are entitled to cast. After such authorization by a vote of members, the Board of Trustees, nevertheless, in its sole discretion, may abandon such sale, lease, exchange, or other disposition of assets, subject to the rights of third parties under any contracts relating thereto without further action or approval by members.

b. Ordinary Sale, Lease, Exchange, or Disposition of Assets in Course of Business-Mortgage and Pledge of Assets. The sale, lease, exchange or other disposition of all, or substantially all, the property and assets of the Club in the usual and regular course of its business and the mortgage or pledge of any or all property and assets of the Club whether or not in the usual course of business may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or

property, real or personal, including shares, obligations, or other securities of any other corporation, domestic or foreign, as shall be authorized by the Board of Trustees. In any such case, no other authorization or consent of any member shall be required.

12.2 Voluntary Dissolution. The Club may dissolve and wind up its affairs in the following manner:

a. Board of Trustees. The Board of Trustees shall adopt a resolution recommending that the Club be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members having such voting rights, which may be either an annual or a special meeting.

b. Membership Vote. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Club, shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in this chapter for the giving of notice of meetings of members. A resolution to dissolve the Club shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy are entitled to cast.

c. Effect. Upon the adoption of such resolution by the members, the Club shall cease to conduct its affairs except in so far as may be necessary for the winding up thereof, shall immediately cause a notice of the, proposed dissolution to be mailed to each known creditor of the Club, to the attorney general with respect to assets subject to RCW 24.03.225(3), and to the Department of Revenue, and shall proceed to collect its assets and apply and distribute them as provided in these bylaws.

12.3 Distribution of Assets. Upon dissolution, the assets of the Club shall be applied and distributed as follows:

a. Liabilities. All liabilities and obligations of the Club shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

b. Assets Requiring Return. Assets held by the Club upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

c. Assets Held for Charitable Purposes. Assets received and held by the Club subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the Club, pursuant to a plan of distribution adopted as provided in these bylaws;

c. Other Assets. Any remaining assets may be distributed to such persons, societies, organizations or domestic or foreign corporations, whether for profit or not for profit, as may be specified in a plan of distribution adopted as provided in these bylaws.

12.4 Plan of Distribution. The Club shall adopt a plan providing for the distribution of assets not inconsistent with applicable law, in the following manner:

a. Board of Trustees. The Board of Trustees shall adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of members, which may be either an annual or a special meeting.

b. Membership Vote. Written or printed notice setting forth the proposed plan of distribution or a summary thereof shall be given to each member entitled to vote at such meeting, within the time and in the manner provided by these bylaws for the giving of notice of meetings of members. Such plan of distribution shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy are entitled to cast.

c. Charitable, Religious, Eleemosynary, Benevolent, Educational or Similar Assets. If the plan of distribution includes assets received and held by the Club subject to limitations described in subsection (3) of RCW 24.03.225 (e.g., assets held for charitable, religious, eleemosynary, benevolent, educational or similar purposes), notice of the adoption of the proposed plan shall be submitted to the attorney general by registered or certified mail directed to him or her at his or her office in Olympia, at least twenty (20) days prior to the vote at which the proposed plan is to be adopted. No plan for the distribution of such assets may be adopted without the approval of the attorney general, or the approval of a court of competent jurisdiction in a proceeding to which the attorney general is made a party. In the event that no objection is filed within twenty (20) days after the date of mailing, his or her approval shall be deemed to have been given.

### **ARTICLE 13. MISCELLANEOUS**

13.1 Endorsements and Actions. No substantial part of the activities of the Club may attempt to influence legislation, and the Club shall not directly or indirectly participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any proposition or candidate for public office. No individual member of the Club shall have any authority to speak on behalf of the Club or, on behalf of the Club, to endorse, support, oppose or make any comment of any kind whatsoever with respect to any legislative or administrative action, product, service, system, program, procedure, market, or any judicial action unless such individual has been expressly authorized to do so by the Board of Trustees. The Board of Trustees shall not authorize the Club to take a position with respect to any such matter, any legislative or administrative action, or to participate in any litigation except upon a showing that such actions or activities are consistent with the charitable, civic and social purposes of the Club and the Board of Trustees is informed by its tax accountant or counsel, in writing, that such specific participation (a) will not constitute a violation of the Internal Revenue Code, regulations prescribed by the Secretary of the Treasury governing the tax exempt status of the Club as a charitable organization, if applicable; and (b) is consistent with other applicable law regarding nonprofit organizations in this state.

13.2 Conflicts. In case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control. In case of any conflict between the Articles of Incorporation or these bylaws, and other writings, the Articles and bylaws shall control. In case any of these bylaws conflict with any provisions of the Washington Nonprofit Corporation Act (RCW 24.03), the provisions of such Act shall control.

**ARTICLE 14. CERTIFICATE**

The undersigned hereby certify that they are the duly elected, qualified and acting President and Secretary of the Mirrormont Country Club, a Washington nonprofit corporation, and that the above and foregoing bylaws were adopted as the Amended and Restated Bylaws of the Club by the members acting in special balloting held on June 9<sup>th</sup>, 2009.

DATED this 2<sup>nd</sup> day of July 2009.

MIRRORMONT COUNTRY CLUB,  
A Washington nonprofit corporation

BY:

\_\_\_\_\_/s/\_\_\_\_\_  
Anne Clark, President

\_\_\_\_\_/s/\_\_\_\_\_  
Katie Beers, Secretary