



**GOLD BAR NATURE TRAILS
COMMUNITY CLUB**

**Articles of Incorporation
Bylaws**

Revised January 2017

P.O. Box 109 * 16411 May Creek Road * Gold Bar, WA 98251

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ARTICLES OF INCORPORATION OF GOLD BAR NATURE TRAILS COMMUNITY CLUB A WASHINGTON NON-PROFIT CORPORATION

This Corporation is organized as a non-profit Corporation under the laws of the State of Washington pursuant to RCW.24.03 et seq. of the Non-profit Corporation Act of the State of Washington.

ARTICLE I

1. The name of this non-profit Washington Corporation shall be "GOLD BAR NATURE TRAILS COMMUNITY CLUB."
2. The duration of this non-profit Washington Corporation shall be perpetual.

ARTICLE II

1. The purpose for which this corporation is organized is social, fraternal, athletic and recreational.
2. The objects of the corporation shall be to cultivate social intercourse among the membership, establish, develop and maintain recreational facilities and programs in order to improve the member's health and physical and mental condition. To promote friendship, sociability, and culture among the membership. To organize, equip and operate a campground for the pleasure and recreation of the Club's members, and in connection therewith to maintain a clubhouse, activity center, swimming pools, tennis courts, and any other means of recreation which the directors of the corporation may deem advisable.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the Club to carry on any business, to exercise any power or to do any act which a corporation formed under the Non-Profit Corporation Act of the State of Washington, and qualified under Section 501(c)(7) of the Internal Revenue Code of 1954, or any amendment thereto substitute therefor, may not at the time lawfully carry on or do.

ARTICLE III

1. The location and Post Office address of the registered office of the corporation in this State shall be:

c/o Schwabe, Williamson & Wyatt
3400 U. S. Bank Center
1420 Fifth Avenue
Seattle, Washington 98101

2. The registered agent of the corporation shall be:

A Firm Member of:
Schwabe, Williamson & Wyatt
3400 U.S. Bank Center
1420 Fifth Avenue
Seattle, Washington 98101

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ARTICLE IV

1. The number of directors of the corporation shall be fixed as provided in the Bylaws, and may be changed from time to time by amending the Bylaws as therein provided, but the number of directors shall not be less than three (3).

ARTICLE V

1. Upon dissolution of Gold Bar Nature Trails Community Club all monies derived from Gold Bar Nature Trails Community Club bingo activities shall, pursuant to RCW 9.46.020(2) be paid over to and donated to the Foundation for the Handicapped of Snohomish County or, in the event the Foundation for the Handicapped of Snohomish County is no longer in existence at the time of dissolution of Gold Bar Nature Trails Community Club to some other non-profit organization or bona fide charitable organization within the meaning of RCW 9.46.020(3) to be selected by the Board of Directors.

Definition: Definition of the word 'monies' in Article V of the Articles of Incorporation of Gold Bar Nature Trails Community Club means all 'assets' acquired from and traceable to revenues derived from Gold Bar Nature Trails Community Club Bingo Activities.

2. After all liabilities and obligations of the Club are paid, satisfied and discharged, or adequate provision has been made therefor, all remaining assets shall be divided among, and distributed to, the then current members of the Club on the following basis: Equally divided among the membership, share and share alike, one share for each membership owned. (9/25/99)
3. No member may transfer or assign the membership right, including the foregoing rights and dissolution, except as specifically provided for in the then current Bylaws of the Club.

ARTICLE VI

1. The corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation by a ballot mailed to all members of record. This shall only be approved by a two-thirds (2/3) majority of the returned votes of the members in good standing. (9-25-99)
2. The limitations and general powers of this non-profit corporation are set forth in RCW 24.03.030 and RCW 24.03.035 and all other provisions for the management, voting, membership, Bylaws and related corporate matters as are set forth in the Revised Code of Washington Non-Profit Corporation Act effective July 1, 1969.

The above amended Articles of Incorporation were approved by resolution adopted by the general membership at the Annual Meeting held September 25, 1999, by an overwhelming majority of members present.

DATED this 25th day of September 1999.

Signed: Gold Bar Nature Trails Community Club

By: Original Signed By
Lynn D. Magner, President

By: Original Signed By
Michele Martin, Corporate Secretary
Articles of Incorporation

GOLD BAR NATURE TRAILS

BYLAWS OF

GOLD BAR NATURE TRAILS COMMUNITY CLUB A Washington Non-profit Corporation

ARTICLE I - OFFICES

SECTION 1. The principal office of the corporation shall be:

Gold Bar Nature Trails Community Club
P.O. Box 109
Gold Bar, Washington 98251

ARTICLE II - DEFINITIONS

SECTION 1.

“Club” shall mean and refer to GOLD BAR NATURE TRAILS COMMUNITY CLUB, a Washington non-profit corporation, organized and existing under the laws of the State of Washington.

SECTION 2.

“Property” shall mean all the real estate and facilities operated by the Club as campsites and recreation facilities for members. Membership does not carry with it a leasehold interest, nor an implied equity. (3-21-92). **CUP #5**

SECTION 3.

“Campsites” shall be those areas designated by the Board of Directors for the use of the Club’s members in accordance with these Bylaws and such Rules and Regulations as may be adopted by the Board of Directors. Memberships will be limited to one thousand two hundred and nine (1209) campsites so that at all times each member will be assured of the availability of a campsite for each member’s use. Campsite use **shall** be available to each member so long as said **membership** is in good standing, and has strictly complied with the terms and conditions of the Articles of Incorporation, the Bylaws and Rules and Regulations as may be adopted by the Board of Directors from time to time. **CUP #10 (1-1-10)**

SECTION 4.

“Common Property” shall mean those facilities and that area of land designated by the Board of Directors for the common use of the Club’s members.

SECTION 5.

“Guests” shall be those persons who are not a member or do not have member status. (BOD 1-23-99)

SECTION 6.

“Guests' Privileges” shall mean that a member may designate their guests to use their campsite and the general facilities of the Club and said guest is subject to strict compliance with these Bylaws and the Rules and Regulations of the Club. A guest shall have no right to vote, hold office or participate in the affairs of the Club. (BOD 7-98)

SECTION 7.

“Recreational Vehicles” shall mean State licensed travel trailers, motor homes, campers or tents. **CUP #26 & 27 & WAC 296-150R0020**

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SECTION 8.

"A **membership** in good standing" means a member whose current dues, assessments, electricity and violation fines (if any) are paid. If a member fails to pay those items, he is no longer a "member in good standing" and may be keyed out of the Park until such time as the outstanding monies are paid. Likewise, a member whose flagrant disregard for the Rules and Regulations, or behavior of the member or their guests, is such as to become major problems in the **Club** may have their membership referred to the Board of Directors for "loss of membership". If the Board deems the member to have lost their membership because of infractions considered major, that member will be notified by certified mail, return receipt requested, that he has forfeited his membership and must sell or transfer his membership to others, subject to approval of the new members by the Membership Committee. A member who has lost his membership may appeal the decision to the Board of Directors. (**BOD 3-28-92**) (**1-1-10**)

SECTION 9.

"Loss of membership" can result from extreme abuses of Rules and Regulations such that the Board of Directors or the Park Manager deems it reasonable to exclude those members and their guests from participating in the activities of the **Club**, or from using the **Club** facilities. The action of the Park Manager must be reviewed by a vote of the Directors within one week. Severe, flagrant violations of the Rules and Regulations as contained in Administrative Policy 08 may require that the member be notified of pending Board action to consider revoking the membership. This notice shall be by certified mail, return receipt requested. A date shall be set aside for Board consideration at which time the member may be invited to attend to present his objection. A majority rule of the Board will be considered valid. Administrative Policy 08 is to be used as a guideline for fines, but the Board may increase or decrease fines promulgated by the Violations Committee and may bypass the members attending the Violations Committee entirely at Board discretion. (**BOD 3-28-92**) (**BOD 7-98**)

ARTICLE III -- MEMBERSHIP

SECTION 1 - GENERAL

- a. This corporation shall have no capital stock, and no shares shall be issued therefor.
- b. This corporation is a non-profit corporation and no member shall be entitled to payment of any dividends thereon.
- c. No person shall be discriminated against, in the membership application process or otherwise, on the basis of race, color or religion.
- d. Membership in this Club and certificates of membership evidencing the same are transferable only as provided in the Bylaws and Administrative Policies 20 and 25. (**BOD 7-98**)
- e. No more than 1209 campsites shall be allocated for use among the membership by the Board of Directors. **CUP #10**
- f. Expenses related to the maintenance or repair of damage caused by natural disasters to members' campsites or common property shall be shared equally by all members.
- g. **No permanent mailing address, except for eight permanent residences shall be maintained on GBNT Property (CUP #7). The eight permanent residences shall be for Park employees use and assigned by the Park Manager, with approval of the Board of Directors. (BOD 7-98) (9-27-03)**
- h. A membership is limited to a single family, or a single person with a companion/other. All others are to have guest privileges only. (**BOD 1-1-92**)
- i. Use of membership is limited to 270 days within any calendar year. **No unit shall be inhabited for over a period of thirty days. Member must then vacate the Site for a continuous 24-hour period. (BOD 1996 & 7-98) (9-27-03) (1-1-14) (1-1-17) CUP #25, 25a & 26.**

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- j. No member may run a business in or from the Park. **CUP #20**
- k. A member may not rent his/her membership/campsite to another member/non-member under any circumstances. (1/27/95)

SECTION 2 - MEMBERSHIP

- a. Each member shall be over the age of eighteen (18) years.
- b. As a condition to membership, each member shall pay all fees and dues established by the Board of Directors in accordance with these Bylaws.
- c. Every person who has purchased a membership in accordance with their application and contract for membership, and whose application for membership shall have been approved in writing by the Membership Committee and/or the Board of Directors shall be a member of the corporation. (**BOD 11-9-91**)
- d. Any person acquiring more than one campsite shall have one campsite set aside for each membership so acquired. The holder of the membership may designate a different person for voting purposes by proxy only. (BOD 7-98)
- e. The owner of the membership shall be husband and wife, or individual and companion/other as outlined in Section I, paragraph (h) (effective 1-1-92). Each membership shall entitle each member's unmarried children or parents living in the same household with the member, to enjoy all the privileges of said membership, so long as said membership is in good standing. However, the member's children or parents shall have no proprietary interest in the Club nor shall they be entitled to vote at any regular or special meeting of the membership, nor shall they hold the position of officer or director of the Club. Adult children who are 23 years of age or older will have "guest status" regardless of place of residence. (10/28/95) Children and parents not living in the same household will have "guest status" only. (BOD 7-98)
- f. Each member shall pay, in addition to the original membership fee, all annual dues, charges and special assessments determined by the Board of Directors. As long as the member's dues, charges and assessments are paid by the date the same become due, the member shall be entitled to enjoy common property privileges, hold office, vote, and participate in all of the meetings of the members of the Club. Non-payment of dues, charges, or special assessments shall result in the membership being keyed out and having a \$25.00 late fee, plus any additional fee as required by Administrative Policy 13, Payment of Dues. There must be a majority vote of the Board of Directors to allow any member an extension of any payment of dues, fines, assessments, etc. (BOD 11-9-91) (**BOD 2-26-00**) (1-1-10) (1-1-14)
- g. Upon the death of an individual member, a surviving member listed on the Membership Certificate along with unmarried children, and/or parents living in the same household at the time of death shall be entitled to the continued use of the membership until the lawful successor to the deceased member's interest is determined. If the membership consists of a companion/other, the deceased person's interest will revert to the surviving joint owner of the membership as listed on the Membership Certificate. If the successor is other than that listed on the Membership Certificate, no transfer shall be effective until approved by the Membership Committee. The Membership Committee or Board of Directors reserves the right to review the qualifications of the successor as a member in accordance with the standards set forth in these Bylaws, and Administrative Policy 25, "Membership Committee". (BOD 7-98)
- h. Any member who violates his/her key card privileges will be fined as determined by the Violations Committee and/or the Board of Directors. Members using his/her key card to enter the Park with unregistered guests will risk having their membership suspended/revoked. (BOD 11-23-91)
- i. Prospective members may not use the seller's key card, which must be surrendered to the office, or use the Club facilities until the membership is approved by the Membership Committee, and all violations are cleared and all monies owed the Club are paid, or unless the seller has registered the buyer in the office

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to be authorized to have guest privileges, after which time the key card must be surrendered to the office for reassignment to new members. (BOD 11-23-91)

- j. A membership in good standing may purchase an additional membership by submitting a new membership application. All GBNT procedures (credit check and Washington State Patrol check) will be required. Appearance before the Membership Committee will be waived. If purchasing a membership on contract with GBNT, the same policy will apply. (BOD 12-16-95) (1-1-10) (1-1-17)
- k. GBNT may exclude an application for membership based on information obtained in a background check. A membership may be terminated for cause by a three-fourth majority vote of the Board of Directors with the right to appeal. (BOD 1-98 & 7-98)
- l. Any prospective member may purchase one or more memberships at time of purchase after passing their credit check and Washington State Patrol check at time of purchase and appearing before the Membership Committee. (1-1-10) (1-1-17)

SECTION 3 – VOTING

- a. Each membership shall be entitled to only one (1) vote at the time of any membership meeting. (BOD 7-98)
- b. Only a member whose annual dues, fines and other charges that are not overdue may vote at any membership meeting or serve on the Board of Directors of the corporation. (BOD 7-98) (1-1-10)
- c. All voting, except as provided in subsection d. below, shall be by using cards issued to eligible members prior to the beginning of the Annual Meeting. Voting at meetings may be written ballots sent to all the members and validation of the vote will be determined if a 'quorum' of ballots are returned. A majority vote shall rule except for the election of Directors (See Article VII, Section 2, paragraph d), the amendment, repeal or adoption of Bylaws (see Article X), or the removal of a Director (see Article V, Section 2). (BOD 7-98)
- d. Where Directors or officers are to be elected by the members, such elections will be conducted by mailing to each member a ballot setting forth in adequate detail the candidates and their positions with respect to which an election is to be made. A ballot shall be mailed to the last address of each member, as registered with the GBNT office, and shall be deposited in the mail, postage prepaid, not later than twenty-five (25) calendar days before, and not sooner than fifty (50) calendar days before, the date the election is to be conducted. Ballots shall either be mailed to the principal office of the Club, or such other address as may be designated by the Board from time to time. (BOD 11-9-91, 7-98)
- e. All ballots sent in by U.S. mail must be received at the address designated on the ballot no later than the day prior to election day, OR may be hand delivered to the Club office no later than 7:00 PM the night before the day of election. (BOD 11-23-91)
- f. All Proposals voted on by the membership will become effective at 12:01 AM January 1st of the year following the Annual Meeting at which the Proposal was approved unless another effective date and time are set forth in the Proposal. (9-25-04)

SECTION 4 – ANNUAL MEETING QUORUM

For purposes of determining a quorum, members holding one-tenth (1/10) of the votes entitled to be cast represented either in person or by proxy shall constitute a quorum. The same quorum requirement also applies to elections conducted by mail. (1-1-10)

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SECTION 5 - ANNUAL DUES/SPECIAL ASSESSMENTS/TRANSFER FEE

- a. The Board of Directors shall have the power to levy and collect annual dues and transfer fees. In no event shall the members of the Board of Directors fix the annual dues below the prorated portion of the corporation's annual financial requirements based on projected loan and contract repayment requirements, maintenance and operation expenses, reserve for taxes and insurance for long-term guarantees, reserves and anticipated dues delinquencies, and for other financial commitments.
- b. The annual dues of Club members for each fiscal year shall be set by the Board of Directors by **November 1st** of the year preceding the commencement of the fiscal year for which such dues shall be payable. The quarterly dues shall be due and payable in advance of **January 6th, April 6th, July 6th and October 6th** of each year for which such dues are assessed. If dues are not paid by the due date, the member will be keyed out.(9-27-97) (BOD 7-98) **(9-28-02) (1-1-10)**
- c. The Board of Directors may levy special assessments for capital improvements for the reconstruction, repair, replacement or construction of general facilities, provided, however, that any such assessment shall have the approval of the majority of members attending in person or by proxy at any regular or special meeting of the members called for that purpose.
- d. If any member's dues remain unpaid, for any reason, on **January 7th, April 7th, July 7th and October 7th** such member shall be keyed out of the **Club** and a late charge **will be assessed as set forth in Article III, Section 2, paragraph f**. On the quarterly statement of accounts, a statement will be entered on all delinquent members' statements that they are delinquent in the payment of dues to GBNT, and if they fail to pay all dues by **February 15th, May 15th, August 15th and November 15th** repossession of their membership will commence. On the above due dates, each member whose dues are still delinquent will be sent a second notice by registered/return receipt mail that states that they have not paid the required dues to GBNT, and in accordance with the Bylaws, Article III, Section 5.d., all of their rights and privileges of membership have ceased as of the date of the second notice, and failure to pay all dues within 45 days will cause their membership to revert to GBNT with no recompense to them. If a member desires to reinstate a membership, they must pay all amounts owed GBNT within the indicated 45 days and then appear before the Membership Committee before their membership privileges will be reinstated. Any member who does not comply with the payment of dues within the confines of the above notices will be sent a third notice in approximately 45 days by registered, return receipt mail that their membership has reverted back to GBNT and that they have 45 days from the date of the third notice to remove all personal property from the premises or it will be sold by GBNT at its discretion with no recompense to the former member. (BOD 7-98) **(BOD 2-26-00) (1-1-10)**
- e. If a member's dues, special assessments, or any other fees become delinquent, the Board of Directors may at its discretion assess any additional costs of collecting such indebtedness against the member in addition to the dues, assessments, or fees. Included herewith are also any special costs of removal of, or storage of personal property, preparation for sale, or costs of selling the membership. A member whose special assessments, fines, **GBNT membership on contract**, etc., other than dues, are delinquent \$500 (five hundred dollars) or more will be subject to repossession of their membership **as** outlined in Article III, Section 5, paragraph d. **(9-25-99) (1-1-10)**
- f. All proceeds from a repossessed membership shall become the property of GBNT. (Administrative Policy 14) **(BOD 4-25-92)**
- g. If any member's abandoned property is sold by GBNT, funds from the sale will go for the benefit of the Club. **(BOD 7-98)**

SECTION 6 - ELECTION OF MEMBERS

- a. All applications for membership, whether they are new, past, or present members, shall be in such form as the Board of Directors may from time to time prescribe. Each application shall be signed by the applicant/s and be referred to the Membership Committee or the Board of Directors. **(BOD 11-23-91)**

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- b. An application for membership rejected by the Membership Committee may be referred to the Board of Directors for final action at any regular or special meeting of the Board. A majority vote shall determine whether such application is accepted or rejected.
- c. An application approved by the Membership Committee shall be deemed approved by the Board of Directors.
- d. No monies shall be paid to or accepted by GBNT toward the purchase of the membership (except earnest money) until the applicant has been approved by the Membership Committee. The applicant/s or seller will then pay transfer fees and any other monies due to complete the membership transfer. In the case of a "private sale" (not a GBNT Site), a Sales Contract, if applicable, must accompany the transfer form and will be filed in the member's file. (BOD 7-98)

ARTICLE IV - MEETINGS OF MEMBERS

SECTION 1 - ANNUAL MEETING

- a. The Annual Meeting of the members shall be held on the fourth Saturday of each September, or within ten (10) days thereof.
- b. Written or printed notice stating the place, day and hour of the Annual Meeting shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid.
- c. Written proposals to be voted on by ballot prior to the date of the Annual Meeting must be submitted to the Board of Directors 90 days prior to the date of the Annual Meeting. No member shall submit more than four (4) Proposals to be voted on by the members. These proposals will be mailed to the entire membership to be voted on. A quorum of votes must be received to validate the vote. Proposed changes to the Bylaws must be made in accordance with Article X below. (BOD 1-29-95) (9-27-03) (9-25-04)
- d. Proposals being submitted for a vote must have a "Reason(s) For" attached and be signed by the submitting person. If a Proposal involves expenditure of Corporate Funds, a cost estimate must be attached. A "Reason Against" may be attached by a majority vote of the Board if they feel the Proposal is not in the best interest of the Club. The Board may not change the written Proposal unless the submitting person approves it. (9-27-97)
- e. Proposals that have been defeated by the membership within the past three (3) years may not be resubmitted until the fourth (4th) year. (i.e. if a Proposal is turned down in 1997, it can't be resubmitted until 2000). (9-27-97)
- f. If a Proposal considered at the Annual Meeting is either confirmed or rejected by the membership, the Board cannot change it. The Board has the power and authority to keep off the ballot any Proposal that conflicts with and denies the ability to enforce the CUP or State Law. (9-27-97) (9-28-02)

SECTION 2 - SPECIAL MEETINGS

A special meeting of the members may be called by the President of the Board of Directors upon a majority vote of the Board of Directors, or upon the written request of twenty-five percent (25%) of the membership. Notice of a special meeting shall state the objectives and the nature of business of such meetings and shall be given in the same manner as that given for Annual Meetings as set forth in Article IV Section 1.b. At such special meetings, no business shall be transacted other than that mentioned in the notice. (1-1-10)

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SECTION 3 - PARLIAMENTARY LAW

All business meetings of the membership and Board of Directors shall be conducted according to the accepted order of parliamentary procedure as set down in Robert's Rules of Order (Revised). (9-27-97)

ARTICLE V - BOARD OF DIRECTORS

SECTION 1 - GENERAL

- a. The corporate powers of this corporation shall be vested in a Board of Directors. The number of Board of Directors who shall manage the affairs of the corporation shall be nine (9).
- b. Board members may not serve more than two (2) consecutive elected three (3) year terms plus years of appointment. Such a member may run for re-election to the Board after one year's absence from the Board. (BOD 2-24-01)
- c. A majority of Directors shall constitute a quorum for the transaction of business at any meeting or executive session, and a majority of Directors in attendance at any meeting or executive session of the Board shall decide its action and shall be binding and valid as a corporate act. (BOD 7-27-96)

SECTION 2 – REMOVAL

- a. Any Director may be removed from office by one of the following: (1) A majority vote of two-thirds (2/3) of the **membership** in good standing at any special meeting of the general membership called for the express purpose for removal of such Director. Notice shall be given to all members of the proposed removal in the manner prescribed in Article IV, Section 2. a. The Director sought to be removed shall be notified personally of such special meeting not less than ten (10) days prior to the date such special meeting is to be held. Such notice shall state the reason for the proposed removal, which shall be for good cause. (2) A unanimous vote of the Board, other than the person being removed. (9-27-97) (9-28-02) (1-1-10)
- b. Any Director who fails to attend three (3) regularly scheduled **General** Meetings of the Board of Directors **in a consecutive twelve (12) month period** and does not have an excused absence granted by the President or a majority vote of the Board **must not miss a fourth (4th) regularly scheduled General Meeting or they** shall be deemed to have vacated their position. Excused absences shall be granted only in the case of illness, attending funerals of family or close friends, and legitimate business reasons. (9-27-97) (1-1-10) (1-1-14)

SECTION 3 - MEETINGS

- a. There shall be a regular meeting of the Board of Directors each year immediately following the Annual Meeting of the members, such regular meeting to be held at the same place as the meeting of the members. There shall be a regular meeting of the Board of Directors **the fourth Saturday of each month, except the November and December meetings shall be combined and held the second Saturday of December.** (9-27-03) **If the fourth (4th) Saturday in May falls on Memorial Day Weekend, then the meeting shall be held on the third (3rd) Saturday.** (9-24-05, effective 1-1-06)
- b. The President, or a majority of the Board, may call an executive session of the Board, to which a non-Board member may not attend. The Board is restricted from having meetings closed to the membership except for executive session, where personnel problems, sensitive matters of membership or violations or items of a litigious (legal) nature are discussed. 9-27-97)

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- c. All meetings including committee meetings will be smoke-free (both before and during). (BOD 11-23-91)
- d. All business meetings of the membership and the Board shall be conducted according to the accepted order parliamentary procedure as set down in Robert's Rules of Order (Revised). (9-28-96)
- e. Minutes shall be kept of all Member Workshop Sessions and general Meetings. Minutes shall also be kept of all Board Workshop Meetings (these meetings to be held at the discretion of the BOD) as well as any interim meetings. These minutes shall be available for distribution at the office at least one week prior to the scheduled meetings. Copies shall be available for the members at the meetings location prior to the scheduled meetings. (9-27-03) (1-1-10) (1-1-12)
- f. Activities, Facilities Safety and Security and Administration shall hold Workshop Meetings the second Saturday of the month, excluding December. Minutes shall be kept and forwarded to the office and the BOD at least one week prior to the General Meeting. If there is an MSA, the assigned Board Liaison shall bring forward and make that motion at the next General Meeting. The assigned Board Liaison shall serve as Chairperson. (1-1-09) (1-1-10) (1-1-12)

SECTION 4 - COMMITTEES

- a. The Board of Directors shall have the power to appoint such committees as they may deem appropriate for the governing of the affairs of the corporation, under the supervision of the Board of Directors, which committees shall consist of such number and have such power or duties and responsibilities as may be fixed from time to time by the Board of Directors. Any form or Administrative Policy must be approved by a majority vote of the entire Board. (BOD 7-97)
- b. Committees do not have the authority to act for the Board of Directors. (BOD 8-22-94)
- c. A post office box shall be recognized as a legal address for the purpose of applying for membership, serving on committees and applying for Board candidacy. (9-28-96)
- d. Standing Committees shall consist of members at large who have been appointed by the Board, an appointed Board Liaison; and a member at large elected by the committee to serve as the chairperson. (9-27-97) A Board member cannot serve as a member of any Standing Committee. Standing Committees of the Board of Directors are Violations, Membership, Sales and Bylaws and Rules and Regulations, Bingo, Electrical/Water and Long Range Planning Committees. The Board shall appoint a minimum of four members at large to serve on the above Committees. (BOD 1-23-99) (9-27-03) (9-25-04) (1-1-10) (1-1-15)
- e. Decisions related to credit and membership approval shall revert back to the Membership Chairperson/Committee. (Administrative Policy 25) (9-27-97)
- f. The Board can't appoint special committees such as "Executive Committee" or any other title for the purpose of by-passing the entire Board to conduct Club business. (9-27-97)

SECTION 5 - RULES AND REGULATIONS

The Board of Directors shall have the power to adopt and publish Rules and Regulations governing the properties and affairs of the corporation and the Club, and the personal conduct of the members and their guests thereon. Such Rules and Regulations shall be published and made available to each member. A current set of Rules and Regulations shall be maintained by the Secretary and shall be open to inspection by any member upon reasonable request. (BOD 7-98). Any rule or regulation approved by a vote of the membership, may be amended or repealed only by a vote of the membership.(1-1-08)

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SECTION 6 - MANAGEMENT

- a. The Board of Directors, specifically the President of the Board, will directly supervise the Park Manager. The Park Manager will be responsible for the daily operation of the Club except in the areas of activities, finance, accounting, administration and sales functions. In these areas the Park Manager will be responsible for overseeing the Club administrative and employee related functions. The Park Manager will have the authority to hire the number of employees determined necessary by the Board. The Park Manager shall have the authority to terminate, suspend, or take disciplinary action with employees with the approval of a majority of the entire Board. A Personnel Committee made up of three Board members will recommend appropriate action to be taken and the ruling will be made by a majority vote of the entire Board. (9-27-97) (BOD 7-98)
- b. The Board of Directors shall have full power and authority to fix the salary and compensation of all Board members, agents, and employees, and may require each officer or agent, or any of them, to give such bond as the Board may deem proper. (9-27-97)
- c. The Board of Directors shall have the entire charge of the proprietary interest and business affairs and transactions of the corporation with full power and authority to manage, control, regulate and conduct the same. They shall have full power and authority to define servants, employees, and others not otherwise herein provided and to establish Rules and Regulations necessary for the operation of the Club.
- d. The Board of Directors shall have the power and authority to enter into agreements with legal, accounting, management, consulting or other professional firms providing for the management of the Club's property and assets, the handling of its books and records, the collections of dues and charges, enrollment of members and such other duties and responsibilities as may be determined advisable by the Board.
- e. The Board of Directors shall have the power and authority to purchase and/or otherwise acquire all the personal property and assets deemed by them to be for the benefit of the Club on such terms and/or prices as may be determined by the Board of Directors from time to time. Real property may only be purchased if the purchase is approved by a two-thirds vote of the returned votes of the entire membership. (9-27-97)
- f. The Board of Directors shall have charge of the regulation and control of all income of the corporation from all sources.
- g. All requests to the Board of Directors for capital fund expenditures must be accompanied by a detailed statement of the work and detailed cost estimate. The statement of work and cost estimate will become part of and distributed with the minutes. (BOD 5-25-96)
- h. The Board, employees, or members cannot request the County to change any part of the CUP without two-thirds (2/3) majority of the votes cast prior to the date of the Annual Meeting. (9-27-97) (1-1-14)
- i. The Board of Directors shall maintain, on a current basis, an Administrative Policies Manual setting forth the duties and powers of the officers and the appointed committees together with the powers, procedures and other rules and regulations adopted by the Board. (BOD 7-98)

ARTICLE VI - OFFICERS AND DUTIES

SECTION 1 - GENERAL

- a. The officers of this Club shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The President shall be the Chairperson of the Board of Directors.
- b. The President, Vice-President, Secretary and Treasurer shall be elected annually, immediately following the members' Annual Meeting, by the Board of Directors from their own number.
- c. A Recording Secretary may be appointed to take minutes and perform other administrative duties as requested by the Board. The Recording Secretary may be appointed by the Board from one of their own number, or at large, and is not required to be a member of the Board of Directors. (BOD 7-98)

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SECTION 2 - PRESIDENT'S DUTIES

- a. Presides at all meetings and functions of the corporation and the Board of Directors.
- b. Provides general supervision, direction, and management of the affairs of the corporation, under the direction of the Board of Directors.
- c. May sign with the Secretary or Treasurer all deeds and contracts on behalf of the corporation, which shall be properly authorized by the Board of Directors. (BOD 1-23-99)
- d. Shall have the power and authority to sign with the Secretary or Treasurer all transfers and certificates of membership of the corporation. (BOD 1-23-99)
- e. Serves as ex-officio member of all committees. (BOD 1-23-99)
- f. Provides direction/supervision to the Park Manager.
- g. Approves all written information before sending out to the general membership (newsletter, etc.)
- h. Maintains contact with attorneys on various subjects.
- i. Ensures that job evaluations are made timely, and salary increases are authorized by the Board.
- j. Contacts Snohomish County to resolve problems or situations involving our Conditional Use Permit.
- k. Usually includes a message in the newsletter.
- l. Empowered to appoint GBNT members he/she believes are competent and willing to manage special projects, without a vote by other Board members. The projects must first have prior approval by a majority of the Board. (BOD 10-26-96)
- m. Will ensure that a copy of all communications addressed to the Board or the Board President is duplicated and a copy given to every member of the Board of Directors. (9-27-97)
- n. Performs such other duties as may be assigned by the Board of Directors. (1-1-08)

SECTION 3 - VICE-PRESIDENT'S DUTIES

- a. In the absence of the President, shall perform the duties of the President.
- b. Serve as President, for the unexpired portion of the term, in the event that position becomes vacant. In case such contingency arises, the Board of Directors shall, by majority vote elect one of its members Vice-President.
- c. May appoint or serve as chairperson of the Teller Committees. (BOD 1-23-99)
- d. Perform other duties as requested by the President.
- e. Is responsible for sale of surplus equipment/property upon authorization of the Board. He/she shall report to the Board all items of surplus, approximate value, price desired and show ultimate disposition and selling price after the items are sold. Surplus or abandoned items shall be advertised at the time the surplus is declared. At the discretion of the Vice-President, surplus items may be sold by sealed bids. (BOD 1-23-99)
- f. Performs such other duties as may be assigned by the Board of Directors. (1-1-08)

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SECTION 4 – CORPORATE SECRETARY’S DUTIES

- a. Shall ensure that full and correct minutes of all meetings of the corporation and of the Board of Directors are maintained. Minutes will be available for distribution at the office at least two weeks prior to the following scheduled meetings. (9-27-97)
- b. Shall ensure that all correspondence incident to the affairs of the corporation is properly handled.
- c. Shall be custodian of all corporation records and property (corporate files containing deeds, contracts, Park Manager’s personnel file, corporate seal, insurance records, CUP, transition papers, etc.). These secured corporate files are to be maintained in the GBNT Office. (BOD 1-23-99)
- d. May sign with the President or Treasurer all deeds and contracts on behalf of the corporation. Shall retain copies of deeds, contracts, etc. in the secured corporate files. (BOD 1-23-99)
- e. Shall ensure that a current membership list is maintained.
- f. Shall perform all duties incident to that office and any other duties as may be prescribed or required by the Board of Directors (includes transfers of membership and Membership Certificates).
- g. Shall maintain complete official records (Administrative Policy 03).

SECTION 5 - TREASURER’S DUTIES

- a. Shall have charge of all monies of the corporation and shall keep fair and true accounts of all receipts and disbursements.
- b. Shall ensure that annual dues are billed, and that delinquent accounts are followed up for payment, and that final action on delinquent accounts is referred to the Board for action on a timely basis.
- c. Shall present a statement of financial condition of the corporation, and other fiscal reports as required, at each regular meeting of the Board of Directors and at each annual or special meeting of the membership.
- d. Shall ensure that an independent CPA audits the books within 60 days of fiscal closing period. (9-26-98)
- e. Shall coordinate the input for the budget and prepare and present the annual budget to the Board of Directors prior to **the October General Meeting** of each year and set the dues for the next year. A summary of the budget will be published in the January/February newsletter. (9-27-97) **(1-1-10)**
- f. Recommends insurance coverage options to the Board and follows up to ensure that insurance policies are in force.
- g. May sign with the President or Secretary all deeds, contracts and transfer of memberships on behalf of the corporation. (BOD 1-23-99)
- h. Will insure that the Club Fiscal Policy is adhered to. (Administrative Policy 02).
- i. Titled/untitled Club property shall be advertised in the Club Newsletter in accordance with Administrative Policy 15 (Treasurer/designee will handle). (BOD 1-23-99)
- j. **Performs such other duties as may be assigned by the Board of Directors. (1-1-08)**

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ARTICLE VII - ELECTION OF THE BOARD OF DIRECTORS

SECTION 1 - GENERAL

Each member of the initial Board of Directors was elected for a three-year term at the first meeting of the members of the Club held in December, 1977. At each Annual Meeting thereafter, three (3) Directors shall be elected, each to serve for a term of three (3) years. The membership will vote to fill all vacant positions annually. (BOD 1-23-99)

SECTION 2 – ELECTION (BOD 1-23-99)

- a. All members applying to serve on the Board of Directors shall have their completed, signed Board Application Form filed with the Vice-President by the date set by the Board of Directors. All candidates who apply for the Board of Directors shall have a felony background check prior to the application being accepted. All applicants who have been a current member for at least one year, **are not related in any way to a current Board Member or candidate, including spouses, siblings, parents, children, in-laws, step-children and their spouses, step-parents, significant others or anyone on the same membership cannot serve on the Board of Directors simultaneously, have not been a Park employee during the previous one (1) year and** are deemed members in good standing and have an acceptable felony background check shall appear on the election ballot. (9-25-99) (9-27-03) (9-25-04) (1-1-12) (1-1-14)
- b. The Vice-President/designee shall post the names of the applicants and their qualifications on the common property at such place as may be designated by the Board of Directors. The posting shall be no less than 45 days prior to the Annual Meeting. Such qualifications are to accompany the ballot mailed to each member. (9-25-04).
- c. Only those applicants who apply in accordance with paragraph a. and b. above shall be eligible for election to the Board of Directors.
- d. The three (3) candidates receiving the highest number of votes shall be deemed to fill the three (3) regular three (3) year term positions. In the event of additional vacancies, the next most popular candidate will be deemed elected to fill the longer of any partial three (3) year term position vacant, in that order until all partial term positions are filled.
- e. The Vice-President and/or Director of Administration may appoint a chairperson for the Ballot Teller Committee. The Ballot Teller Chairperson, or independent accounting firm if so designated by the Board, shall certify the results of the ballots to the membership at the Annual Meeting.
- f. The Vice-President shall appoint a chairperson and a minimum of three members at large to serve on the Annual Meeting Teller Committee to issue voting cards to members in good standing and ascertains if a quorum is present. In the absence of the Vice-President, it is the responsibility of the President to appoint a chairperson for the Annual Meeting Teller Committee. The committee chairperson will notify the Board of Directors when a quorum is present.
- g. **Any member who resigns from a position on the Board of Directors shall not be eligible for election or appointment to the Board for one (1) year from the date of their resignation.** (9-27-03) (1-1-14)

SECTION 3 – APPOINTMENTS

- a. **In the event that a Director vacates his position or is removed pursuant to Article V, Section 2, the Board of Directors shall fill said vacancy by appointment of any member in good standing who shall serve for the unexpired term of his predecessor in office. If the vacancy occurs within three (3) months prior to the Annual Meeting, the vacancy shall be filled by ballot of the membership prior to the Annual Meeting. When an appointment by the Board of Directors is necessary to fill a Director position, the Vice President, or in the absence or inability of the Vice President, the Administration Liaison will publish in the Newsletter that a vacancy on the board of Directors has occurred and that applications will be accepted to fill the vacated position. All members who apply for the Board of Directors shall have a felony background check prior to their application being accepted. If the results of the background check are in question, the Board of**

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Directors shall decide, by majority vote, whether to place the applicant's name on the ballot. (9-24-05, effective 1-1-06)

- b. Any member who is removed pursuant to Article V, Section 2 from a position on the Board of Directors shall not be eligible for appointment to the Board for 3 years from the date of removal. (9-27-03)

ARTICLE VIII - FISCAL INFORMATION

SECTION 1 - BANK ACCOUNTS

All bank accounts or other depositories or investments shall be established in the name of the Gold Bar Nature Trails Community Club, and withdrawals from such accounts shall require two (2) signatures; the signatures of the Treasurer, the President, the Vice-President, or the Secretary or any other member of the Board of Directors as designated by the President. The Treasurer, with approval of the Board of Directors, shall have the authority to invest funds in savings accounts, certificates of deposit, or other secure investments so long as other funds are available to meet the obligations of the Club. All accounts are to be retained in institutions insured by the Federal Deposit Insurance Corporation (FDIC), or its equivalent. (9-27-97) (BOD 7-98)

SECTION 2 - FISCAL YEAR

The accounting (fiscal year) shall be January 1 through December 31. (BOD 12-14-96)

SECTION 3 - AUDIT

The Board of Directors shall have an independent accounting firm audit the books and records of the Club annually as of the end of each fiscal year and provide a written report. Such audit report shall be presented to the Board of Directors and the membership at the Annual Meeting to be held in September of each year. An audit is required no more than once a year by an outside CPA when a new Treasurer is elected or appointed to the Board and he/she becomes a corporate official. (9-27-97) (9-26-98)

SECTION 4 - INSURANCE

Adequate insurance coverage shall be maintained at all times and shall include but not be limited to liability coverage, fire and property damage coverage on the buildings and related facilities, fidelity bonding of the persons authorized to receive or expend funds, liability and workmen's compensation insurance for authorized paid employees, and other insurance coverage as may be deemed to be in the best interest of the corporation and as normally carried by an organization of this type.

SECTION 5 - BUDGET

- a. Club improvement expenditures are limited to \$65,000 annually. This amount may be increased with a vote of the members at the Annual Meeting, or by ballot, or at a special meeting called for that purpose. Fiscal Policy will reflect this. (9-27-97) (BOD 2-24-01) (9-28-02) (9-25-10)
- b. A budget will be prepared by the Board for the following fiscal year that will represent the total estimated income and anticipated expenditures of GBNT. **The Board of Directors shall not adjourn the October General Board Meeting prior to adopting a budget for the next fiscal year.** A summary of the budget will be published in the January/February newsletter. Fiscal Policy will reflect this. (9-27-97) (9-25-04)
- c. The Board of Directors of GBNT must stay within the budget unless it is an absolute emergency.(9-27-97)
- d. Overtime shall be paid only in cases of absolute emergencies. (9-27-97)

SECTION 6 – CAPITAL REPLACEMENT FUND

One (1) to eight (8) percent of all dues, fines or fees collected each month will be deposited to the Capital Replacement Fund (Chart #4402) in our Chart of Accounts instead of into our operating Account. The percentage to be determined by the Board of Directors. The Bingo Fund, the Activities Fund and interest

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income is excluded as sources for the eight percent. This Fund will be used as a source for expenditures to replace or improve capitalized items in our inventory. (9-25-04)

SECTION 7 – SPECIAL FUNDING

The Board of Directors has the authority to set aside funds for special projects such as electrical upgrades, water system upgrades and road work. Sources of funding may be income from sources such as dues, transfer fees, assessments, the Capital Improvement Fund, investment accounts and operational budget surpluses. The funds shall be placed in a special account designated for the specified use. (1-1-08)

SECTION 8 – FISCAL INFORMATION

No park improvement expenditures, of any kind in any account, exceeding cumulative annual budget limit (Section 5 – Budget, a) may occur without a two-thirds vote of the returned votes of the entire membership or at an Annual meeting with a quorum. Only exceptions being for emergency expenditures. (1-1-2015)

ARTICLE IX - RULES AND REGULATIONS

SECTION 1 – BOARD OF DIRECTORS PROMULGATION

The Board of Directors is granted the right to promulgate from time to time Rules and Regulations as may be deemed appropriate for the governance and affairs of the corporation. The Bylaws may be added to, deleted or revised as governed by Article X - Amendment or Repeal of the Bylaws, Sections 1, 2, 3, & 4. (BOD 1-23-99)

SECTION 2 – COMPATIBILITY WITH COUNTY

Anything contained in the Bylaws or Rules and Regulations currently in effect or any changes made thereto, deemed to be in conflict with the requirements of Snohomish County shall be ineffective, and Bylaws or Rules and Regulations in conflict shall be deemed amended to comply with the requirements of the county and all applicable governmental regulations.

SECTION 3 – VIOLATION PENALTY

Continuous violation of the Rules and Regulations and these Bylaws shall result in action by the Board of Directors which may include the imposition of penalties, including, but not limited to the loss of membership. Loss of membership is not an exclusive remedy and in no way limits the Board of Directors from taking other action as may be appropriate.

SECTION 4 – COUNTY CODE VIOLATION

The Board of Directors has the authority and responsibility for taking direct action to remove, alter or amend any building code violation, RV length of stay and/or Club habitation violation as stated in the Club Rules and Regulations and the County Conditional Use Permit. All costs will be borne by the member who refuses to abide by the Rules and Regulations stated.

SECTION 5 – NEWSLETTER/MAIL PUBLICATION

- a. All new and/or revisions to the Bylaws or Rules and Regulations must be published in the GBNT Newsletter or mailed to all members. (BOD 1-23-99)
- b. The Club shall publish and distribute to each membership a newsletter bi-monthly. Publications shall be January/February, March/April, May/June, July/August, September/October and November/ December. Extra editions may be published at BOD discretion. Members desiring to have their newsletter transmitted electronically (via e-mail) may submit a request to the office (9-25-04).

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ARTICLE X - AMENDMENT OR REPEAL OF BYLAWS

SECTION 1 – AMENDMENT – PROCESS FOR REPEALING AND CHANGING BYLAWS

The Bylaws of the Club may be amended or repealed by a two-thirds (2/3) majority of the votes cast by written ballot prior to the date of the Annual Meeting as outlined in Article X, Section 2. (9-28-96) (9-27-03)

SECTION 2 – AMENDMENT – PROPOSALS FOR CHANGES BY MEMBERS, COMMITTEES OR BOARD OF DIRECTORS

Written or printed notice, including the text of any proposed changes or additions, which constitute the amendment, repeal or adoption of a Bylaw or the Bylaws must be served upon the President and all members of the Board of Directors at least ninety (90) days prior to the date of any Annual Meeting. Before any proposal is presented to the members for a vote, there must be an advertised "Proposal Meeting" open to all members. Meeting to be held a minimum of two (2) weeks before ballots are mailed. All proposals must have a reason for and a reason against included on the ballot. (Exception) In the event that reasons against are not submitted, it will be stated on the ballot. Notice of the proposed amendment, repeal or adoption of the Bylaws shall be posted by the Director of Administration on prominent Club common property and shall be served upon each Club member either personally or by mail, at least thirty (30) days prior to the date of the Annual Meeting. When mailed such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at the address that is registered with the GBNT office. (BOD 1-23-99) (9-27-03) (1-1-11)

Any Proposal submitted by a member shall require signatures of thirty (30) members in good standing before being presented to the membership for a vote. In the event the Proposal is altered, either due to meeting the requirements for acceptance or further clarification from the member, Board of Directors or Bylaws and Rules and Regulations Committee, the initial requirement of signatures will be accepted as long as the Proposal has not been substantially altered. (1-1-08) (1-1-10)

SECTION 3 – AMENDMENT – CHANGES BY BOARD OF DIRECTORS

The Board of Directors may amend these Bylaws only if the Bylaws are in violation of any government agency rules. (9-27-97 & 9-28-02) (9-27-03)

ARTICLE XI – INDEMNIFICATION

SECTION 1 –BOARD/AGENTS/EMPLOYEES

The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he is or was a Director, trustee, officer, employee or agent of the Club, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, settlement, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2 - EXCEPTIONS

The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that he is or was a Director, trustee, officer, employee or agent of the Club, against expenses (including attorneys' fees) actual and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Club and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club unless and only to the extent that the court in which such action or suit was

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brought shall determine upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SECTION 3 – EXPENSES INCURRED

To the extent that a Director, trustee, officer, employee or agent of the Club has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees actually and reasonably incurred by him in connection therewith).

SECTION 4 – CONDUCT VERIFICATION

Any indemnification under Sections 1 and 2 above (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the Director, trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (c) by the members.

SECTION 5 – EXPENSE PAYMENT

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the Director, trustee, officer, employee or agent to repay such amount unless it shall be determined that he is entitled to be indemnified by the Club as authorized in this Article.

SECTION 6 - LIMITATIONS

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7 - INSURANCE

The Club may purchase and maintain insurance on behalf of any person who is or was a Director, trustee, officer, employee or agent of the Club against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability under the provisions of this Article.

GOLD BAR NATURE TRAILS COMMUNITY CLUB
Original Signed by, **Donal Barnes**
President, Board of Directors
January 01, 2017