

BY-LAWS
OF
USELESS BAY BEACH AND COUNTRY CLUB, INC
USELESS BAY COLONY

ARTICLE I
PURPOSES

Section 1. This Corporation shall be conducted as a non-profit corporation for the purpose set forth in the Articles of Incorporation.

Section 2. The Corporation shall have power to levy and collect assessments against its Members and against the platted lots owned or being purchased by them for the purposes set forth in its Articles of Incorporation and By-Laws and, also, the power to impose initiation fees and membership dues for membership in this Corporation, and to fix the amounts thereof; and to LIEN* sell or forfeit their interest in the Corporation for default with respect to any lawful provisions of said Articles of Incorporation and By-Laws, and upon forfeiture of any such property as by law and in the By-Laws provided may transfer the membership of such defaulting Member.

*Revised August, 2013

ARTICLE II

MEMBERSHIP

Section 1. The membership of the Corporation shall consist of and be limited to the incorporators and the fee owners or contract purchasers of platted lots on Whidbey Island, Washington, as now or hereafter platted by H & H Properties, Inc., a Washington corporation, who shall have one membership regardless of the number of said lots so owned or being purchased, and the interest of each Member shall be equal to that of any other Member, and no Member may acquire any interest which shall entitle him to any greater voice, vote or authority in the Corporation than any other Member. A purchaser under a contract of purchase shall be deemed to be an Owner for membership purposes, and a contract seller shall not be deemed an Owner. If any tract or tracts are held by two or more persons, the several owners of such interest shall be entitled collectively to cast one vote.

Section 2. Except as herein otherwise provided no membership shall be voted unless represented by a fee ownership or contract purchaser interest of an individual platted lot to which it is inseparably appurtenant.

Section 3. Membership in this Corporation and certificates of membership evidencing the same shall be inseparably appurtenant to platted lots owned by the Members, and upon transfer of ownership, or contract of sale, of any such lots, the membership and certificate of membership shall be deemed to be transferred to the new purchaser. No membership or certificate of membership may be transferred, assigned or in any manner conveyed, other than in the manner herein set forth. In the event of the death of a Member, the membership and certificate of membership of such Member shall be and become the property of the personal representative of such deceased Member upon the appointment and qualification of such in a judicial proceeding and such personal representative shall have all of the rights, privileges and liabilities of the deceased Member until title shall be transferred or contracted to be transferred.

Section 4. No membership shall be forfeited nor shall any Member be expelled except for the following reasons:

- (a) Nonpayment of any fees, dues, or assessments;
- (b) Violation of any restrictive covenant applicable to the platted lot or lots owned or being purchased by the member; or
- (c) Violation of the rules and regulations of the Corporation.

No Member may withdraw except upon transfer of title to the platted lot or lots to which his membership is appurtenant. No compensation shall be paid by the Corporation to a transferor upon any transfer of membership and no Member whose membership is transferred shall be entitled to share or participate in any of the property or assets of the Corporation.

ARTICLE III

DISSOLUTION

Section 1. In the event of the dissolution of the Corporation, each person who is then a Member shall receive his equitable pro rata proportion of the property and assets after all of its debts have been paid.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 1. Corporate powers of the Corporation shall be vested in a Board of Trustees. The number of Trustees who shall manage the affairs of the Corporation shall be five. At any meeting or special meeting called therefore the Members may increase or decrease the number of Trustees to any number not more than eleven or less than five.

Section 2. Trustees shall be elected to serve for **one year** from the date of the Annual Meeting of Members and until their successors are elected and duly qualified.

Section 3. Each Trustee shall be a Member in good standing. In the event a Trustee, other than an incorporator, ceases to be the fee owner or a purchaser of the platted lot to which his membership is appurtenant or is expelled from the Corporation, he shall thereby cease to be a Trustee and his office shall thereupon become vacant.

Section 4. At the meeting of the Board of Trustees to be held immediately after each Annual Meeting of the Members, the Board of Trustees shall elect a president, vice president, secretary and treasurer. The Board may also at any time appoint an executive secretary and/or assistant secretary and/or assistant treasurer. Officers of the Corporation so elected shall hold office for the term of one year from the date of the Annual Meeting and until their successors are elected and qualified. Any Officer may be suspended or removed by a majority vote of all of the Trustees.

Section 5. No Trustee or Officer, except the Secretary and/or the Treasurer, shall receive any salary or compensation from the Corporation.

Section 6. Any vacancy occurring in the Board of Trustees shall be filled by appointment by a majority of the remaining Trustees. The person so appointed shall hold office until the next Annual Meeting of the Members of the Corporation.

ARTICLE V

MEETINGS

Section 1. Annual Meetings of the Members of the Corporation shall be held at the principal place of business of the Corporation or at such other place as the Board of Trustees may designate. The Annual Meetings shall be held on the third Saturday of July of each year at **10:00, A.M.*** Notice thereof shall be given by the Secretary by mailing notice to each Member not less than ten days prior to the date of the meeting.

*Revised August, 2013

Section 2. Special meetings of the Members may be called at any time by the President or a majority of the Board of Trustees or by **ten percent of the Members**. Notice of a special meeting, stating the objects thereof, shall be given by the Secretary by mailing such notice to each Member not less than five days prior to the date on which such meeting is to be held.

Section 3. At all annual and special meetings of the Members, twenty percent of all of the Members of the Corporation shall constitute a quorum for the transaction of business. Each Member shall be entitled to one vote.

Section 4. Special meetings of the Board of Trustees shall be called at any time by the Secretary on order of the President or a majority of the Board of Trustees. The Secretary shall give each Trustee notice orally or by mail of all special meetings at least one day previous thereto.

Section 5. A Member may exercise his right to vote by proxy. He may also enter into a voting trust agreement with other Members.

Section 6. Except as may otherwise be provided by law, all meetings of Members and Trustees shall be governed by **Roberts'** Rules of Order.

ARTICLE VI

POWERS AND DUTIES OF TRUSTEES

All power of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be controlled by the Board of Trustees. Without prejudice to such general powers, it is hereby provided that the Trustees shall have the following powers:

Section 1. To select and remove all Officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from them **security for faithful service**.

Service 2. To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefor not inconsistent with law, or with the Articles of Incorporation or By-Laws, as they may deem advisable.

Section 3. To issue certificates of membership to the owners or purchasers of tracts in the realty owned by the Corporation at any time, subject to the conditions and terms provided in the Articles of Incorporation and the By-Laws.

Section 4. To charge and/or assess the platted lots to which membership in the Corporation is appurtenant and the Owners thereof as hereinafter more particularly set forth; and to impose **initiation fees and membership dues** for membership in this Corporation, and to fix the amounts of each.

Section 5. To cause to be kept a complete record of all Minutes and acts of the Corporation, and to present a statement to the Annual Meeting of Members, showing the condition of the affairs of the Corporation.

ARTICLE VII

DUTIES OF OFFICERS

Section 1. **PRESIDENT.** The President shall preside at all meetings of the Trustees and Members. **He** shall sign, as President, all certificates of membership and all contracts or other instruments in writing authorized by the Board of Trustees. **He** shall call special meetings of the Trustees or the Members whenever **he** deems it necessary, or whenever a special meeting is mandatory under the

provisions of these By-Laws. He shall have and exercise, under the direction of the Board of Trustees, the general supervision of the affairs of the Corporation.

Section 2. VICE PRESIDENT. The Vice President shall preside at all meetings in the absence of the President, and in the case of the absence or disability of the President he shall perform all duties of the President which are incidental to his office.

Section 3. SECRETARY. The Secretary shall issue all notices and shall attend and keep the minutes of all meetings. He shall have charge of all corporate books, records and papers, shall be the custodian of the Corporate Seal, shall attest and impress with the Corporate Seal all written contracts of the Corporation, and shall perform all such other duties as are incidental to his office.

Section 4. TREASURER. The Treasurer shall keep safely all moneys and securities of the Corporation and disperse the same under the direction of the Board of Trustees. He shall cause to be deposited all funds of the Corporation in a bank selected by the Trustees. At each Annual Meeting of the Members, and at any time directed by the Trustees, he shall issue and present a statement showing the condition of the financial affairs of the Corporation.

Section 5. The Assistant Secretary and/or Assistant Treasurer, if appointed by the Board of Trustees, shall perform such duties as may be designated by it.

Section 6. Any officer, other than the President, may occupy two offices concurrently if the Board of Directors so authorizes.

ARTICLE VIII

MEMBERSHIP AND TRANSFERS

All memberships and certificates evidencing them shall be inseparably appurtenant to the platted lots owned by the holders thereof and upon sale or contract to sell such memberships any such certificates shall become the property

of the grantee or contract purchaser as hereinbefore provided. No transfer of membership shall entitle the transferee to vote the same until it has been established to the satisfaction of the Secretary that such transfer is bona fide and has been made in the manner provided.

ARTICLE IX

ASSESSMENTS

Section 1. The Members of the Corporation and the tracts of land in which they have an interest shall be liable for the payment of such charges or assessments as may from time to time be fixed and levied by the Board of Trustees pursuant to the Articles of Incorporation and these By-Laws. The amount of such charges and assessments levied upon a Member, except for utilities, shall in no event, exceed in any one year the sum of \$50.00 for each platted lot owned or being purchased by a Member. Charges and assessments against Members or the land owned or being purchased by them shall be levied by the Board of Trustees on an equitable basis without distinction or preference of any kind.

Section 2. From time to time, as and when any such assessments are levied, each Member with respect to the platted lot or lots to which his membership is appurtenant, shall pay the amount of such assessment against the same to the Corporation, at its offices, within thirty days after the mailing of the notice of such assessments to the Members; and the amount of such assessment, together with all expenses, reasonable attorneys' fees and costs reasonably incurred in enforcing the same, shall be paid by the Members and shall be a lien upon said land and the membership appurtenant thereto, superior to any and all other liens created or permitted by the Owner of said land and enforceable by foreclosure proceedings in the manner provided by law for foreclosure of mortgages upon land; provided, that no proceedings for the foreclosure of said lien shall be commenced except upon the expiration of four months from and after the date of mailing the notice of assessment.

ARTICLE X.

AMENDMENTS

These By-Laws may be amended at any Annual or special meeting of Members, provided written notice of the proposed amendment is given with the notice of the call of the meeting, by a vote of sixty percent of the Members of the Corporation present at said meeting in person or by proxy.

ARTICLE XI

CORPORATE SEAL

The seal of the corporation shall be in circular form and shall contain the words "USELESS BAY BEACH AND COUNTRY CLUB, INC." and the words "Corporate Seal Washington 1963" in the form and style as affixed in these By-Laws by the impression of such seal.

[Since no one has seen the Corporate Seal for years should it say the By-laws signatures should be confirmed by a Public Notary?]

ARTICLE XII

DATE OF ADOPTION

These By-Laws were duly adopted by the Corporation and the Corporate Seal thereof affixed on the ____15th____ day of May, 1963.

Floyd E. Howard

President

ATTEST:

Howard F. Sievers

Secretary

Where is the copy of the Bylaws as amended in August 2013. Or are they official? Minutes of an Annual meeting where they were approved?

Memo

UBC Board:

**Bylaws typed by Lauren
McGrath 9/13/2016**

Dick

See attached modified 1963 Colony By-Laws

IMPORTANT NOTE:

The Useless Bay Colony Board of Directors has agreed to undertake the project of updating the original 1963-dated Home-owners' Association by-laws. Because the "Useless Bay Beach and Country Club" fifty-plus year-old name in the original By-laws heading has disappeared; or many of the basic proper noun references within the originally-printed document have changed (i.e. the name "Trustee," now changed to "Director"); or generally-accepted format protocols or rules of punctuation have changed (i.e. a rule of initially-capitalizing proper names or pronouns specifically referencing Colony and directly-related entities), I've taken the liberty of preparing this new Colony By-laws first-draft, dated 7/30/2016. It was re-typed by Lauren Pool exactly like the original but illegible 1963 version; then, the above-referenced "housekeeping" changes were made, by me.

No other changes nor additions and deletions have been made to this first-draft; so, this draft is essentially exactly the same in content and meaning as the original 1963 document. These changes, throughout the document, simply are being provided to the UBC Board to make reading the document easier and now to use as a starting point for each one of us to begin making additional edits, changes, additions or deletions.

Dick McGrath