

# Proposed Amendments to The Innis Arden Club By-Laws

~~March 9~~ May 11, 2021

- A. Amend Title and Table of Contents as follows:

**BY-LAWS of ~~the~~ THE INNIS ARDEN CLUB, ~~INC.~~** As amended through ~~December 2016~~ insert date of amendment May 11, 2021.

Article I, II, III, IV, V, VI, VII, VIII Property Owned

- B. Amend Preamble as follows:

## **Preamble**

The By-Laws of ~~the~~ The Innis Arden Club, ~~Inc.~~, hereafter called the Club, are the rules which form the structure or framework of the Innis Arden Community. They govern the administrative program. By-Laws must not conflict with state and local laws, Articles of Incorporation of ~~the~~ The Innis Arden Club, ~~Inc.~~ or the Innis Arden Restrictive Mutual Easements.

- C. Amend Article I, Section 6 as follows:

**Section 6. Quorum.** Per RCW 64.38.040 as amended, A at all meetings of the members, the presence of ~~a simple majority~~ 4034% of all members, in person or by proxy, at the beginning of the meeting shall constitute a quorum for the transaction of business. A proxy shall also act as a member's presence at the meeting for purposes of a quorum. If such a quorum shall not be present or represented at the Annual Meeting, the chair, after stating any proposed dues that are less than 110% of the previous year's amount are ratified since the meeting lacks a majority to disapprove the dues, shall have the power to adjourn the Annual or any other meeting for not more than thirty days. At any reconvened meeting at which a quorum shall be present, any further business may be transacted.

- D. Amend Article I, Section 8 as follows:

**Section 8. Voting.** Every member shall have a right to one vote at every members' meeting. A member shall be defined as a property owner within Innis Arden. Only one vote shall be allowed for each building site within Innis Arden regardless of the number of owners of such building site. Voting at meetings may take place by way of a roll call vote, written, or electronic ballots.

E. Amend Article I to add a new Section 10 as follows:

**Section 10. Voting by Mail.** In addition to voting in person or via proxy per Sections 8 & 9 above, the Board may decide consistent with Chapter 24.03 RCW and Chapter 64.38 RCW as amended from time to time or their successor statutes that voting of the members shall be by mail with respect to any particular election of the Board, adoption of any proposed amendment to the ~~Declaration~~Restrictive Mutual Easements or Bylaws or any other matter for which approval by members is required by the ~~Declaration~~Restrictive Mutual Easements or Bylaws. Such voting shall occur in accordance with procedures adopted by the Board.

F. Amend Article I to add a new section 11 as follows:

**Section 11. Electronic Notice and Voting.** In addition to (i) voting in person or via proxy per Sections 8 & 9 above and in accordance with the procedures set forth below, and (ii) voting by mail pursuant to Section 10 above, the Board may allow notice and voting on any matter to be via e-mail in compliance with Chapter 24.03 RCW and Chapter 64.38 RCW as amended from time to time or their successor statutes. “Via e-mail” means electronic transmission of information from a sender to a receiver in a form that the sender and receiver can both store and print, but it does not include transmissions sent via text message, instant message, Twitter, a comment posted by a member on a social networking website or blog, or other forms of electronic communication. For member meeting notices given by the Association to a member, “via e-mail” also means the combination of (a) posting the notice on an electronic network by the Association, and (b) delivering clear instructions to the member on how to access the notice posted on the network. For receiving a vote from a member, “via e-mail” includes the additional requirements that (a) the identity of the sending member is either (i) stated in the information transmitted, or (ii) already known to the Association, and (b) the vote is received at an e-mail address, location or system that the Association designated for receipt of the vote. To the extent Chapter 24.03 RCW and Chapter 64.38 RCW authorize electronic notice of meetings only for those members who have opted in to receiving electronic notice, electronic notices sent via email will be deemed as effective notice only for those members who have opted in to receiving electronic notice in compliance with statutory requirements.

G. Amend Article II, Section 8 as follows:

**Section 8. Quorum and Manner of Acting.** A majority of directors in office at the time of any-stated or special meeting shall constitute a quorum for the transaction of business; and the-adoption of any motion by a majority of the directors in office at any such meeting at which a-quorum is present shall be the act of the Board of Directors.

The Board of Directors may communicate and perform their duties via e-mail, text, or other electronic or written communications between meetings of the Board of Directors, however they may not adopt motions except for at a meeting of the Board of Directors or as otherwise permitted by law.

~~The Board of Directors may communicate and act via e-mail, text, or other electronic or written communications amongst themselves between meetings of the Board of Directors. Any decisions arrived at by the Board of Directors during these non-meeting communications shall be recited in general terms and ratified by a majority of the Board of Directors, at the next Board of Directors meeting. The Board may conduct business via e-mail but may not adopt motions.~~ A director who has viewed a proposal for a remodel and is not able to attend a meeting of the Board of Directors may vote to approve or disapprove such remodel in writing (including by electronic means of transmission). Such vote shall count as if the director were present at the meeting, and, only for the purpose of approving or disapproving of the remodel shall count toward the quorum. In absence of a quorum, a majority of directors present must adjourn the meeting until a quorum is present. No notice of the adjourned meeting need be given. A quorum shall not be required to organize a meeting held for the purpose of filling vacancies on the Board of Directors not caused by removal as provided in Section 10 of Article II of these By-Laws.

H. Amend to add new Article VIII as follows:

**Article VIII, Meeting Participation.**

Notwithstanding any other provision herein, the Board of Directors may decide that any meeting of members or the Board of Directors shall be by other means of communication other than in person. Upon said determination by the Board:

Members may participate in any annual, budget, regular, special, or other meeting of members by any means of communication by which all members participating in the meeting can hear each other during the meeting, and that a member participating in a meeting by this means is deemed to be present in person at the meeting.

Additionally, the Directors may participate in any annual, regular, or special meeting of the Board of Directors by any means of communication by which all directors participating in the meeting can hear each other during the meeting, and that a Director participating in a meeting by this means is deemed to be present in person at the meeting.

I. Amend concluding Property Owned language as follows:

THE INNIS ARDEN CLUB, INC. owns the following property:

Reserves A, B, C, D and E of Innis Arden # 1. Reserves F, G, H, I, J, K and L of Innis Arden # 2.

Reserves N and O of Innis Arden # 3. 250 feet of beach property west of Reserve O in Innis Arden # 3.

J. Amend Article I, Section 5 as follows:

**Section 5. Notice of Meetings.** Except as otherwise required by statute, notice of the time, place and purpose of each meeting, whether annual or special shall be given at least fourteen days before such meeting, in writing or as otherwise permitted in these By-Laws, ~~by mail to each member~~. No other publication or notice shall be required.