

**the BYLAWS
of the
Sammamish Beach Club**

A Not-For-Profit Corporation

ARTICLE 1. STATEMENT OF PURPOSE

The corporation known as the Sammamish Beach Club (hereinafter referred to as the "Club") is established for the purposes set forth in Article III of its Articles of Incorporation. These purposes include, but are not limited to; The provision of a community social club for the pleasure and recreation of its members; and The provision of related services as determined by the Board of Directors.

ARTICLE 2. PROPERTIES

The location of the principal beach property administered by the Club is:

2442 West Lake Sammamish Parkway S.E., Bellevue, WA 98008

ARTICLE 3. OFFICES

The principal office of the Club shall be located at the location of the registered office of the Club. The Club may have such other offices as the Club's Board of Directors (hereinafter referred to as the "Board") may designate, or as the affairs of the Club may require from time to time.

ARTICLE 4. MEMBERSHIP

Section 1. Eligibility.

Any person who is the owner of record of a lot or lots in the following described subdivisions shall be a member of the Sammamish Beach Club:

Sammamish Heights, Lots I through 55, Beaumont Division No. 1, Lots 1, through 44 Lake Crest Division No. 2, Lots I through 35, King County, Bellevue, Washington.

Tax Lot 73, Section 12, Township 24, Range 5, King County, Washington

Tax Lot 112, Section 12, Township 24, Range 5, King County, Washington

ARTICLE 4. MEMBERSHIP - continued

Section 2. Status of Membership.

Membership in the Sammamish Beach Club shall run with the lots above-described. Upon the sale or transfer of title in any such lot, the purchaser or transferee shall become a member and the seller or transferor shall thereafter no longer be a member.

Section 3. Dues.

The Membership Period shall run from May 1st to April 30th of each year with formal collection of dues at the Annual Meeting. Each member of the Club shall pay annual dues, which will be determined and reviewed periodically by the Board. Payment of annual dues shall grant new membership or extend an existing membership until end of the appropriate calendar year. Any member entering into the Club during the year as a result of a title transfer shall pay a pro-rated amount of the annual dues. Any member failing to renew her/his dues within 30 days after the Annual Meeting shall be deemed to have allowed her/his membership to lapse, and shall no longer be eligible for any benefits of membership. The Board may assess a late charge to dues paid after a membership has lapsed.

Section 4: Classes of Membership.

Membership in the Club shall be of two classes.

(a) Members in Good Standing. All member properties who have paid all dues and fees which may be assessed to such member properties pursuant to these By-Laws by the Board of Directors shall be members in good standing.

(b) Members Not in Good Standing. Any member property who fails or refuses to pay any outstanding past or present dues or fees assessed to such member property pursuant to these By-Laws by the Board of Directors shall be a member not in good standing.

Only members of the Club in good standing shall be eligible to use Club facilities, participate in its business meeting, or to serve in any of its elective or appointive positions.

ARTICLE 5. MEETINGS

The Annual Business, regular, and special meetings of the membership shall be held at times and places and pursuant to notice as provided herein.

Section 1. Annual Meeting.

The annual meeting of the Club shall be held on the first Wednesday in April of each year, commencing in 1989, at the registered office of the Club, or at such other place and time as may be designated by the secretary upon appropriate notice as hereinafter described.

ARTICLE 5. MEETINGS - continued

Section 2. Special Meetings.

Special meetings of the Club may be called by the President, Secretary, a simple majority of the Board of Directors, or by the members having one-tenth of the votes entitled to be cast at such a meeting, and shall be held at any time and place as may be designated in the written notice described hereinafter.

Section 3. Notice.

Written or printed notice stating the place, day and hour of the meeting and, in the 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, or the Secretary, or the officers or persons calling the meeting, 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 Club, with postage thereon prepaid.

Section 4. Proxies.

A member may vote in person, or by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided for in the proxy.

Section 5. Voting.

Each member of this Club who appears on the records of the Club as a member in good standing shall be entitled to one vote on each matter submitted to a vote of the members for each lot in the above-described sub-division of which such member is the record owner.

Section 6. Voting by Mail.

The Board of Directors may determine to submit by mail to members any question to be voted upon at a meeting, including the election of Directors. In this event, the Secretary shall mail to each member, together with a notice of the meeting, the ballot on each question in a voting envelope. The returned ballot must be authenticated by the member's signature. A vote cast by mail shall be counted as if the member were present and voting in person.

Section 7. Quorum.

Members holding more than one-fifth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present 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 RCW 24.03.090.

ARTICLE 6. BOARD OF DIRECTORS

Section 1. General Powers.

The governance, business, and property of the Club shall be managed by the Board of Directors.

Section 2. Number, Tenure, and Qualifications.

The Board shall be composed of eight (8) Directors. The President, Vice-President, Secretary and Treasurer of the Club shall be members of the Board, and the remaining Board positions shall be Directors at Large. Each Director shall be elected to the Board by the members of the Club at the Annual Business Meeting for a term of one (1) year. Directors need not be residents of the State of Washington, but must be members in good standing of the Club.

Section 3. Removal.

Any member of the Board who fails in performing her or his assigned duties as a Director, or who misses three (3) consecutive Board meetings, or misses a total of four (4) Board meetings in one calendar year, may be removed from the Board at any meeting of the Board, by a vote of three-fourths (3/4) of the total number of the currently sitting Board members, provided that notice of such intended action was included in the notice of the meeting.

Section 4. Regular Meetings.

Regular Board meetings shall be held monthly unless a majority of the Board agrees to meet more or less often. The time and place are to be set by the President, who will also chair such meetings.

Section 5. Special Meetings.

Special Board meetings may be called by the President, Vice President, Secretary or a majority of the Directors. The persons authorized to call special meetings may fix the time and place for any special Board meeting.

Section 6. Notice.

Notice of each Board meeting shall be delivered personally, orally, telegraphed or mailed to each Director at his or her address, as listed in the official membership list kept by the Secretary, as least seven (7) days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States Mail properly addressed, with postage prepaid. If the notice is telegraphed, it shall be deemed to be delivered when the content of the telegram is delivered to the telegraph company. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as provided in Article 6, Section 3 (relating to removal of Directors) or in Article 17 (relating to amendment of Bylaws), neither the business to be transacted at, nor the purpose of,

ARTICLE 6. BOARD OF DIRECTORS - continued

Section 6. Notice - continued

any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum.

A majority of the total number of the currently sitting Board members shall constitute a quorum for the transaction of business at any Board meeting. If less than a majority are present at a meeting a majority of the Directors present may reschedule and/or adjourn the meeting.

Section 8. Manner of Acting

The Action of the majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board. Board members will be given notice of any rescheduled Board meeting in accordance with Article 6, Section 6, (relating to notices).

Section 9. Vacancies.

Any vacancy occurring on the Board, including any created by an increase in the size of the Board, may be temporarily filled by the affirmative vote of a majority of the remaining Directors at any duly constituted meeting of the Board.

Section 10. Presumption of Assent.

A Director present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or unless he or she forwards such dissent by registered mail to the Secretary of the Club within five (5) days after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

Section 11. Informal Action by Directors.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

ARTICLE 6. BOARD OF DIRECTORS - continued

Section 12. Executive Committee.

The Board may vote to establish one or more Executive Committees and name the members thereto. Each Executive Committee shall, during intervals between meetings of the Board, possess and exercise all functions of the Board. The Executive Committee shall attend to the routine work of the Club and also shall perform such duties as from time to time may be delegated to it by the Board: Provided, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the By-Laws; electing, appointing, or removing any member of any such committee or any Director or officer of the Club; amending the Articles of Incorporation;

ARTICLE 6. BOARD OF DIRECTORS

Section 12. Executive Committee - continued.

adopting a plan of merger or adopting a plan of consolidation with another corporation or club; authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the Club, authorizing the voluntary dissolution of the Club or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Club; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him by law.

Section 13. Transportation reimbursement.

There shall be no reimbursement to any Board member or Executive Committee member for transportation costs associated with participation in any Regular or Special meetings.

ARTICLE 7. OFFICERS

Section 1. Number.

The Officers of the Club shall be a President, Vice President, a Secretary, a Treasurer and such other Officers and assistant Officers as may be deemed necessary. Any two (2) offices may be held by the same person, except that the President and the Secretary may not be the same person.

Section 2. Term of Office.

The Officers of the Club shall be elected annually by the members at the Annual Business Meeting. Each Officer shall hold office until his or her successor has been duly elected, or until he or she resigns or is removed.

ARTICLE 7. OFFICERS - continued

Section 3. Removal.

Any elected Officer or agent appointed by the Board may be removed from that office by the Board by vote of three fourths (3/4) of the total number of the currently sitting Board members whenever, in the judgment of the Board, the best interests of the Club would be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

Section 4. Vacancies.

Any vacancy occurring in any office may be filled as set forth in Article 6, Section 9 (relating to vacancies) of these Bylaws.

Section 5. President.

The President shall be the principal Executive Officer of the Club and, subject to the Board's control, shall supervise and control all the affairs of the Club. Board meetings shall be presided over by the President. The President, acting in concert with the Secretary, or other Officer, agent, delegate, appointee, or employee of the Club so authorized by the Board, may sign deeds, bonds, contracts, or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Club or is required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. Vice President.

In the absence of the President or in the event of the Presidents inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform the duties of Program Chairman and such other duties as from time to time may be assigned by the Board. In the absence of the President, the Vice President shall preside over all Board meetings.

Section 7. Secretary.

The Secretary shall: (a) keep the minutes of Board meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Club records and of the seal of the Club and in particular, maintain an up-to-date roster of all members. Data from completed application forms shall be assembled and distributed for its most effective use by the Board; (d) act as the Club historian, maintaining a copy of each Club publication; and; (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board

ARTICLE 7. OFFICERS - continued

Section 8. Treasurer.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall keep regular books of account, and shall submit them, together with all other records and papers to the Board at any meeting when required to do so. Annually, the Treasurer shall prepare and present a report and budget forecast to be distributed to members of the Board, and to any member who specifically requests it. The Treasurer shall be the direct contact with the Internal Revenue Service, and shall prepare the annual tax return as provided for in, and required by, appropriate sections of the IRS code. The Treasurer shall have charge and custody of, and be responsible for, all funds and investments of the Club; maintain the equipment inventory and property insurance for the Club; be responsible for mail pick-up, PO Box and bulk mailing expenditures; jointly in concert with the Membership Chairman, establish appropriate procedures for the handling of annual dues received by any person other than the Treasurer; receive and give receipts for moneys due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned to him by the Board. . In the absence of a Board appointed Membership Chairperson, the Treasurer shall also execute the duties of that office, as described in Article 8, Section 2 of these Bylaws.

ARTICLE 8. DELEGATES AND APPOINTEES

Section 1. Appointees.

The Board of Directors shall select active members as delegates, who may or may not be members of the Board, to serve as representatives of the Club to associations and/or conventions, or in any other capacity that may be deemed necessary by the Board.

Section 2. Membership Chairperson.

This appointee shall be responsible for the solicitation of membership participation. The membership Chairperson shall maintain and provide for the appropriate dissemination of club information to new members.

Section 3. Newsletter Editor.

This appointee shall be responsible for the editing and publishing of the official House organ, whether it be in paper or electronic format, and shall have control over the content therein, subject to minimal Board oversight.

ARTICLE 8. DELEGATES AND APPOINTEES - continued

Section 4. Facility Administrator.

This delegate shall be responsible for the administration of all beach facilities. See that facilities are kept in good working order. See that membership and safety rules for use of those facilities are clearly posted. See that supplies, needed to support membership's use of those facilities, are available in adequate quantities. And, oversee the authorized use of shared beach facilities including boats.

ARTICLE 9. BOOKS AND RECORDS

This Club shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and Committees having any authority of the Board of Directors; and shall keep at its registered office a record of the names and addresses of its members entitled to vote. All books and records of the Club may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time, provided that reasonable written notice is given to the Secretary at the registered office.

ARTICLE 10. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts.

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract to execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Loans to Officers and Directors.

No loans shall be made by the Club to its members, Officers or Directors; however, advance payment for specific items or expenses to be incurred for the benefit of the Club may be made to anyone.

ARTICLE 10. CONTRACTS, LOANS, CHECKS AND DEPOSITS - continued

Section 4. Checks, Drafts, etc.

All disbursements over ten dollars (\$10.00) shall be supported by purchase order, voucher or receipt. All disbursements over fifty dollars (\$50.00) shall be made by check. All checks shall be signed by the Treasurer or the President of the Club. All expenditures over one hundred and fifty dollars (\$150.00) shall be approved in advance by the Board of the Club. Approval of a budgeted amount by the Board shall constitute sufficient approval for disbursement by the Treasurer or the President of the Club.

Section 5. Deposits.

All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Treasurer may select.

ARTICLE 11. FISCAL YEAR

The fiscal year of the Club shall be May 1st through April 30th.

ARTICLE 12. PARLIAMENTARY AUTHORITY

All meetings of this organization shall be governed by parliamentary law as set forth in the Sturgis Standard Code of Parliamentary Procedure, so far as applicable and when not inconsistent with these By-laws, the Articles of Incorporation or with any resolution of the Board of Directors.

ARTICLE 13. SEAL

The seal of the Club shall consist of the name of the Club, the state of its incorporation and the year of its incorporation.

ARTICLE 14. WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Club under the provisions of the these Bylaws or under the provisions of the Washington Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 15. LIABILITY OF DIRECTORS AND OFFICERS

To the fullest extent that applicable law (including the Washington State Nonprofit Corporation Act and other enactments of the State of Washington), as in effect on the date this Article becomes a part of the Club's Bylaws or as such law may thereafter be amended and in effect, permits the limitation or elimination of the liability of Directors and Officers, no Officer or Director of the Corporation shall be liable to the Corporation or to its members for monetary damages. No amendment to or repeal of this Article shall apply to, or have any effect on, the liability or alleged liability of any Officer or Director of the Corporation for, or with respect to, any acts or omissions of such Officer or Director occurring prior to such amendment or repeal.

ARTICLE 16. INDEMNIFICATION

To the fullest extent permitted by the Washington Nonprofit Corporation Act and other enactments of the State of Washington, the Club shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Club or otherwise) by reason of the fact that he is or was an Officer or Director of the Club, or is or was serving at the request of the Club as an Officer or Director of another corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Club has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. If it shall ultimately be determined that an undertaking of such person (or such persons) is not entitled to be indemnified by the Corporation, such person (or persons) will repay such expenses.

ARTICLE 17. LIABILITY OF CLUB FOR SAFETY OF MEMBERS

The Club's facilities are unmanned and provide no safety personnel services. Each Club member is responsible for their own safety, the safety of their children and any guests they may bring to the Club facilities. The Sammamish Beach Club will not be held liable for any accidents or injuries that occur due to the lack of professional safety personnel, Life Guard services or failure to provide any other safety devices.

ARTICLE 18. LIABILITY OF CLUB MEMBERS

Members will be held liable for any action taken by themselves, their children or their guests that causes damage to or loss of Club facilities. Any Member whose beach access key is used to gain access to secured Club facilities is liable for any damage to or loss of Club facilities and/or Member possessions stored in those secured Club facilities.

ARTICLE 19. AMENDMENTS

Section 1. Bylaws amendments not affecting primary beach use.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board at any meeting of the Board held not less than seven (7) days after written or published notice of the proposed amendment or amendments have been mailed electronically or manually to each Board member providing that these amendments do not affect the primary use of the beach property.

Section 2. Bylaws amendments affecting primary beach use.

If any proposed amendments to the Bylaws directly or indirectly affect the primary use of the beach property those amendments must be approved during a full membership meeting as described in Article 5 of this document. Amendments must be submitted, in writing, to the Executive Board for review at least thirty (30) days prior to such meeting. Upon receipt of these amendments the Executive Board shall immediately notify all members in good standing of the proposed changes and provide access to all associated documentation either electronically or in person.

Adopted this 26th day of July, 1972

Adopted as amended this 8th day of October, 1975

Adopted as amended this 1st day of March, 1989

Adopted as amended this 16th day of December, 1991

Adopted as amended this 9 day of June, 2002

Adopted as amended this 1st day of June 2003