

By-Laws of Mill Bay Members Association



BYLAWS

of

MILL BAY MEMBERS ASSOCIATION

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Articles of Incorporation (RCW 24.03.025)

- I. Pursuant to Chapter 24 of the Revised Code of Washington (RCW), the name of this non-profit corporation shall be: MILL BAY MEMBERS ASSOCIATION.
- II. This corporation shall be perpetual or until dissolved by a vote of the majority of the members in good standing of the association.
- III. The purpose of this non-profit corporation shall be to assist the members of the association in their bid to enjoy their legal membership rights at the Mill Bay Resort located in Manson, Washington.
- IV. The members of the Mill Bay Members Association shall elect a Board of Directors in sufficient numbers to represent both Regular and Expanded members in all matters that pertain to the association. The Board of Directors shall appoint said board members to fulfill the functions of President, Secretary, Treasurer and other committee chairs as necessary.
- V. The Board of Directors and committee members, if any, shall not be liable to the Association for any mistake of judgment, negligence, or other act, except for their individual willful misconduct or bad faith. The Association shall indemnify and hold harmless each officer, director or committee member against all contractual liabilities to others arising out of contracts made by the officers on behalf of the Association unless made in bad faith or in contravention of the provisions of these Bylaws. The Board of Directors shall have sole power to act on behalf of its members and shall report their activities to the members advising them of the state of the association finances and affairs. The Treasurer shall be responsible for all financial record keeping and compliance with all Federal and State requirements and regulations concerning the tax-exempt status and financial affairs of the association.
- VI. The Board of Directors may provide for Directors and Officers (D&O) insurance protection against possible liability asserted against or incurred by an individual in the capacity or arising from an individual status as a board member, officer or agent.

The initial registered office address of the MILL BAY MEMBERS ASSOCIATION is: Mill Bay Members Association, 19720 #F 44th Avenue West, Lynnwood, WA 98036. The initial registered agent of the Association is Jack Davelaar, Treasurer. The current mailing address is: 1065 12th Ave NW Suite E-1, Issaquah, WA 98027

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- VII. The number of directors constituting the Board of Directors is six (6). They are:

Jeff Boullioun 1836 Hwy 7, Oroville, WA 98844
Doug Gibbs 17510 147th Ave SE, Renton, WA 98058
Reid Kinne 1121 St. Andrews Drive, Cle Elum, WA 98922
Frank Smith 4639 Lake Washington Blvd SE, Bellevue, WA 98006
Dick Swier 6913 Sierra Dr. SE, Olympia, WA 98503
Frank Vertrees 809 195th Ave E, Sumner, WA 98390

- VIII. Upon majority membership approval, the Board of Directors may collect fees and funds to offset the necessary costs incurred to provide protection of its members legal membership rights to Mill Bay Resort in Manson, Washington.
- IX. Upon dissolution of the association and/or corporation, all remaining assets of the association and/or corporation will be returned to its members in an equitable manner.

Jeff Boullioun, President

Doug Gibbs, Secretary

Reid Kinne, Treasurer

Frank Smith

Dick Swier

Frank Vertress

Dated this _____, of January 2006