



**BYLAWS OF
BUCK LAKE CAMPGROUND ASSOCIATION**

Table of Contents

INTRODUCTION..... 2

ARTICLE I MEETINGS 2

ARTICLE II DIRECTORS.....3 - 5

ARTICLE III OFFICERS 6

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS 7

ARTICLE V AMENDMENT TO BYLAWS..... 7

ARTICLE VI DISSOLUTION 8

CERTIFICATION..... 8

REVISION HISTORY 9

INTRODUCTION

The name of the organization is Buck Lake Campground Association. The association mailing address is located at E 641 Phillips Lake Loop Road, Shelton, Washington, 98584 and at such other places as shall be designated by the board of directors from time to time by resolution. The association has not been formed for the making of any profit, or personal financial gain. The assets and income of the association shall not be distributable to, or benefit the trustees, directors, officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the association. This association shall not carry on any other activities not permitted to be carried on by a association exempt from federal income tax. The association shall not participate in any political campaign in any manner. The association shall not attempt to influence legislation.

ARTICLE I MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time. During the annual meeting, 1/3 of the membership that are current with their memberships and dues will constitute a quorum.

Section 2. Special Meetings. Special meetings maybe be requested by the President or the Board of Directors.

Section 3. Notice. Written notice of the annual meeting shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting. Such notice shall be mailed to all current members of record at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Bi-monthly board meetings shall be held at a time and place designated by the Board of Directors from time to time.

Section 5. Quorum. A majority of the directors (2/3) shall constitute a quorum at a Board meeting. In the absence of a quorum, the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the regularly scheduled meeting. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Voting. A simple majority of the eligible members present at meetings will be required to pass any motions and elections of the Board of directors.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The association shall be managed by a Board of Directors consisting of no fewer than 7, but up to 11 directors. (Of which 4 are officers)

Other defined Board of Directors Positions:

Position 1 – Web Master – The Web Master will be responsible for keeping the web site updated with the current information of the association. This includes attaching By-laws, Rules & Regulations, Membership dues, and other forms. This includes attaching Newsletters, minutes to meetings, and other correspondences provided by other BOD members.

Position 2 – Special Events Chairman – The Special Events Chairman is responsible for organizing the BBQ / Potluck events, fishing derby and any other program type activities.

Position 3 – Work Party Chairman – The Work Party chairman will organize at least 3 work party weekends throughout the year. The responsibilities will be to plan events, determine material required and provide communication.

Position 4 – Communications / Action item forms Investigator – The communications chairman will oversee the Newsletter and provide current information to the editor and Webmaster. This position will investigate all Action Item forms and provide possible solutions to the board for resolution. After the Board discusses an Action Item, the Communications chairman will provide written correspondence to the Secretary. The secretary will send the Boards response to the submitter of an Action form.

Position 5, 6, 7 – Members at Large – The members at large will work to support the rest of the Board as required, participate at meetings with input and strategy for the development and up keep of the Buck Lake Camp Ground Association.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting by majority vote of those members present and eligible to vote at the annual meeting.

Criteria for a member being elected to the board is as follows:

- 1) Their membership is in good standing.
- 2) Must be a member or a spouse of a member. (1 membership = 1 director, for example if a married couple owns 2 memberships together then they both could be on board if elected. If married couple owns 1 membership only 1 of them can run for the board of directors)

Each director shall serve a term of 1 year or until a successor has been elected and qualified.

Section 3. Quorum. A 2/3 majority of directors shall constitute a quorum at a Board of Directors meeting.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Organizational Meeting of Board. The Board of Directors shall meet within 15 days after the annual meeting for the purpose of electing its new officers, appointing new committee chairpersons, developing work party dates/projects, setting future Board meeting dates, and for transacting such other business as may be deemed appropriate.

Section 6. Regular Meeting. The Board of Directors shall have regular meetings every two months, the schedule of which shall be established at the first meeting of the new board of directors within 15 days after the annual meeting, to accomplish the business of the association. No notice of such meetings shall be required.

Section 7. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days written/emailed notice, effective when emailed or posted by regular U.S. mail. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the special meeting.

Section 8. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A director of the association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 9. Emergency Action. Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting or when the Executive committee explicitly cannot assume the powers of the full board, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the President or majority of the Executive committee. Any action so taken shall be recorded in the minutes of the next properly called board meeting.

Section 10. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 11. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause may be filled by the remaining directors. (The first person to be asked would be the member who received the next most votes at the annual meeting) A director elected to fill a vacancy shall serve the remaining term of his or her predecessor or until a successor

has been elected and qualified. The expectations is that all members of the Board of directors shall attend the bi-monthly meetings, If a BOD member has had 2 un-excused absentees' in a year, the director shall be removed and subjected for the balance of the current dues.

Section 12. Executive Committee. The Executive Committee shall be composed of the officers of the association, as specified herein, and shall have the full authority to undertake the duties and powers of the board except as these bylaws specifically state otherwise. All actions of the Executive Committee shall be reported to the board at its next meeting.

Section 13. Ad Hoc Committees. The President may establish ad hoc committees at any time.

Section 14. Budgets. The Board of Directors shall approve the annual budget of the association during the first quarter of each calendar year upon recommendation of the Executive Committee.

Section 15. Personnel Responsibilities. The Board of Directors may employ and discharge employees of the association and may prescribe their duties and compensation. The board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

Section 16. Records. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the association.

Section 17. Compensation. No board member or officer of or any member of a committee shall receive at any time any of the net earnings or profit from the operations of the association. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the association. Such compensation shall be fixed by the Board of Directors from time to time.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the association shall be a President, Vice-President, Secretary, and Treasurer. Two or more offices may be held by one person.

- a. President** - The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee. Provide oversight to all financial workings of the association.
- b. Vice President** - The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. The Vice President will work with the secretary to keep By-laws, Rules and dues documentation updated and current.
- c. Secretary** - The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the association. The Secretary shall maintain the minutes of the Board of Directors' meetings, annual meeting and all committee meetings. The secretary will keep updated roster with current contact information and keep track of Code of Conduct and Hold Harmless forms.
- d. Treasurer** - The Treasurer shall be responsible for conducting the financial affairs of the association as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of corporate finances as required. The treasurer will develop budgets, correspond with members on financial matters, pay association bills and appropriate government fees. Provide financial statements for each meeting of the Board of Directors and Executive Committee. The Treasurer will send notices of dues and other financial matters as required to the membership.

Section 2. Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Elections. The nominating committee, a standing committee of the organization, shall nominate, at least thirty (30) days prior to the annual meeting, a slate of qualified candidates for the director position whose terms are to expire or are vacant, and its slate of candidates shall be included with the notice of the annual meeting. Following the report of the nominating committee at the meeting, any director of the association may nominate other candidates for the available director positions, provided that the nominees agree to serve if elected. At the conclusion of nominations, the members shall vote for each position by secret written ballot at the annual meeting.

Section 4. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the association. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The association shall not have a corporate seal. All instruments that are executed on behalf of the association which are acknowledged and which affect an interest in real estate shall be executed by the President or Vice-President and the Secretary or Treasurer. All other instruments executed by the association, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

Section 1. Amendments by the Board. The bylaws may, without the consent of any members, be amended, altered, or repealed by the Board of Directors by a quorum vote at any regular or special meeting. The text of any proposed change shall be distributed to all board members at least ten (10) days before the meeting.

Section 2. Amendments by the Members. Any bylaws adopted by the Board of Directors may thereafter be amended or repealed by the members. Proposals for amendment, repeal, or adoption of new bylaws must be made by petition of one-tenth (1/10) of the members and submitted in writing to the Board for consideration at the next regular director's meeting or special meeting called for that purpose.

Section 3. Special Bylaw Meeting. If a special membership meeting is required to consider proposed amendments or revisions to the bylaws it shall be held at a place the Board of Directors designate. At least ten (10) days written notice shall be given by the Secretary to all members eligible to vote. The notice will include the proposed changes or additions to be made to the bylaws and shall be posted on the website and bulletin board.

Section 4. Voting. The Board of Directors may request that each member entitled to vote must give his or her approval to the proposed new bylaws, amendments, or additions. If a simple majority of the members eligible to vote return an approval at the annual member meeting, then the amendments or additions will be automatically adopted.

ARTICLE VI DISSOLUTION

In the event of the dissolution of the association, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefor. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this association, as determined by the Board of Directors.

CERTIFICATION

I certify that the foregoing is a true and correct copy of the bylaws of the above-named association, duly adopted by the Board of Directors on February 10, 2019.

President

Secretary

REVISION HISTORY

A	Complete rewrite of By-Laws 02/03/2002
B	Revised Article V Section 2, Limits the use of travel trailers and motor homes a Meeting date, effective February 12, 2006.
C	Revised Article 1 Section 2 the Annual meeting date effective March 7, 2009.
D	Revised Article V Section 20 - Limits advertising Membership sites or personal property for sale on individual Membership sites or recreational vehicles within the campground. A majority vote taken at the 2009 Annual Meeting – Revised Article I Section 2, wording of Meeting date approved February 14, 2010
E	Add Article V Section 40, Restricts the use of Recreational ATV's within Buck Lake Campground. – Passed at 2010 Annual meeting Revised and approved by board – March 13, 2010
F	Revised Article V Section 11, Clarified the site usage and length of stay at Buck Lake Campground. This clarification will discourage the use of the Buck Lake Campground as a primary/secondary residence and insure its use as a recreational camping facility. Revised and approved by board – April 17, 2010
G	Revised Article I Section 12, Number of memberships from 200 to 106 based on the number of sites available. Also incorporated all amendments, date effective February 13, 2011, December 8, 2011 changed to 104 memberships after final measurements done in “D”, “F” & “G” Sections.
H	Revised Article V Section 1, Approved at Oct. 2011 Board of Director's meeting, to change the dimensions of storage boxes, which may not exceed 8 feet in height, 8 feet in width and 4 feet in depth.
I	Complete rewrite of Bylaws to bring them into alignment with standard not-for-profit corporation bylaws. All non-essential sections were moved to a new Rules and Regulations document. Effective February 12, 2017.
J	Revised Article I – Meetings & Voting, Article II – Duties of Officers, Article III - Duties of Board of directors, Article V – Voting for amendments. Effective May 27, 2017
K	Revised Article II – section 2: updated to include criteria for being on board of directors; section 5: revised to be “within 15 days after the annual meeting ...developing work party dates/projects, setting future Board meeting dates”; section 6: added “the first meeting of the new board of directors within 15 days after”