



## BOARD OF TRUSTEES - LAKE LIMERICK COUNTRY CLUB

May 19, 2001

9:00 A.M.

- I. ROLL CALL:** Mary Lou Trautmann
- II. GUESTS FROM THE FLOOR:** Ken Stickley – Presentation, Douglas Heilman 2-078
- III. APPROVAL OF MINUTES:** BOT Minutes of April 21, 2001 and April 28<sup>th</sup> Meeting
- IV. FINANCIAL REPORT:** George Duffin
- V. CONSENT AGENDA:** (Committees)

Architectural Committee	Election Committee	Financial Advisory Committee
Greens Committee	Inn Committee	Lake/Dam Committee
Long Range Planning. Committee	Maintenance/Parks Committee	Nominating Committee
Security Committee	Water Committee	Youth Committee
	General Manager Report	

(Reminder: non-smoking meeting, we will break every hour)

**VI. ITEMS FROM CONSENT AGENDA:**

1. Greens –Terry’s Contract “restricts scheduling of tournaments”.
2. Inn – Reopen Restaurant for Wednesday dinners
3. Department Salaries
- 4.

**VII. MANAGER REPORT:**

**VIII. OLD BUSINESS:**

1. Security
2. Squaxin Tribe Flow Study Update
3. Lake Leprechaun Update
4. Kids Recreation Update
5. Pizza Oven Update

**IX. NEW BUSINESS:**

- 1.
- 2.

**X. EXECUTIVE:**

- 1.
- 2.

**XI. COMMENTS FROM MEMBERSHIP:**

**XII. CORRESPONDENCE:**

**XIII. ANNOUNCEMENTS:**

**MOTION TO CONVENE TO CLOSED SESSION: Member’s Account, Employee**

(The Motion must state Specifically the purpose for the closed session and must be referenced in the minutes)

**XIV. CLOSED SESSION:** (The closed session may only include matters dealing with personnel matters; legal counsel or communication with legal counsel; and likely or pending litigation of an owner to the association.)

**XV. MOTION TO RECONVENE TO OPEN SESSION:**

**XVI. MOTION TO ACCEPT ALL CLOSED SESSION MOTIONS:**

(Motions or agreements made in closed session may not become effective unless the board, following the closed session, reconvenes  
1 open meeting and votes in the open meeting on the closed session motions.)

**XVII. MOTION TO ADJOURN MEETING:**



## **LAKE LIMERICK COUNTRY CLUB, INC,**

790 E. St. Andrews Drive

Shelton, WA 98584

Phone (360) 426-3581, Fax (360) 426-8922, e-mail [lakelim@hctc.com](mailto:lakelim@hctc.com)

BOARD OF TRUSTEES May 19, 2001

### **ROLL CALL:**

President Darrell Winans called the meeting to order at 9:00 a.m. Trustees attending the meeting are, Vice-President Tom Taylor, Secretary Mary Lou Trautmann, Treasurer Bill McDonald, Trustee Jack Betterley, Trustee Charles Hancuff, Trustee Gene Metz, Trustee Keith Smith, and Trustee Esther Springer-Johannesen. Trustees excused are Trustee Don Cox, and Trustee Vern Harris. Also attending is General Manager George Duffin. Henry Yates was present.

**GUESTS FROM THE FLOOR:** Ken Stickley requested approval of a conditional change of use on Div. 3 lot 501. This lot is established as Commercial by the CC & R's. He is asking for approval from the board to construct and operate secured outside/inside rental storage units. President Darrell Winans responded the board would take the issue under advisement, seek legal counsel, and give the determination after the June board meeting.

### **APPROVAL OF MINUTES:**

Motion made by Tr. Chuck Hancuff, seconded by Tr. Mary Lou Trautmann, and carried by the Board as follows:

The Board of Trustees approved the minutes of April 21, 2001 as presented.

Motion made by Tr. Esther Springer Johannesen, seconded by Tr. Bill McDonald, and carried by the Board as follows:

The Board of Trustees approved the special election minutes of April 28, 2001 as presented.

### **FINANCIAL REPORT: George Duffin**

General manager George Duffin passed out a Department Summary report for Oct 2000 to April 2001. The Café - member income and public income was discussed, George will review the accounts.

Motion made by Tr. Bill McDonald, seconded by Tr. Chuck Hancuff and carried by the Board as follows:

The Board of Trustees approved the April 2001 financial reports.

COMMITTEE CHAIRS:

President Darrell Winans asked the advice and consent of the Board of Trustees to appoint the following committee chairpersons. The Elections and Nominating chairpersons will be addressed at the June board meeting.

Motion made by Tr. Mary Lou Trautmann, seconded by Tr. Chuck Hancuff, and carried by the Board as follows:

The Board of Trustees approved the following appointments:

Architecture:	Tom Taylor
Elections:	To be Announced
Greens:	Keith Smith
Inn:	Esther Springer Johannesen
Lake/Dam	Chuck Hancuff
Maintenance/Parks/Security:	Vern Harris
Nominating:	To be announced
Water:	Kirk Osborne
Youth:	Stephanie Forsberg

Motion made by Tr. Esther Springer Johannesen, seconded by Tr. Bill McDonald, and carried by the Board as follows:

The Board of Trustees approved the Consent Agenda with the following additions: 4. Lake/Dam, 5. Greens/Maintenance, Old Business: 6. Easement, 7. Cost for camera in lounge. New Business: 1. Grant Monies, Executive: 1. Chair responsibilities, 2. BOT appoint water, 3. Executive Meeting Night 4. Executive Bylaws, 5. Financial Signers

ITEMS FROM THE CONSENT AGENDA:

Consent Agenda Item 1. Green's Committee: Lake Limerick Pro Shop Lease 2001 shall be amended to void the section of the current golf contract that restricts Terry O'Hara's scheduling of tournaments on Board of Trustees meeting days.

Motion made by Tr. Gene Metz, seconded by Tr. Mary Lou Trautmann, and carried by the Board as follows: Nays: Esther Springer Johannesen

The Board of Trustees approved the Greens' Committee recommendation to void the following 11) NATURE OF USE. II) Specific Requirements of Lessee, (h) "Lessee shall not schedule any special LLCC Member golfing events until after 12:00 noon on the third Saturday of each month, and not conflict with the Board of Trustees meetings."

Consent Agenda Item 2. Inn Committee

Andreas Spaeth recommended the dinning room be reopened for Wednesday dinners.

Consent Agenda Item 3. Lake/Dam Committee

Chairperson Chuck Hancuff had written a letter to the board with various recommendations. The board would like to see the items presented to the Lake/Dam Committee for their suggestions

Consent Agenda Item 4. Trimmer Greens/Maintenance

The Maintenance Committee agreed to share 50/50 in the purchase of a power trimmer with the Green's Department. The greens committee will be asked to approve the purchase at their next meeting.

Break

MANAGER'S REPORT:

**Lake Limerick Country Club**  
**BOARD MEETING**  
**Saturday May 19, 2001**  
**Manager's report**

1. Update on the Flow study, meeting Monday May 21<sup>st</sup> with the Squaxin tribe. (Rob Wilson-Hoss' input very important)!
2. I will speak to John Segerson concerning the amount of water we take out of the lake and the amount we can take out of the lake. Contacted again on May 17, 2001.
  - a. We have two rights: (1) a reservoir right to 850 acre feet, one acre foot equals 326,000 gallons of water or 277,100,000 gallons (this is our lake). (2) We allowed to remove 60 acre-feet of water at the rate of .67 cfs to water the golf course; this is equal to two feet of water each year. (3) We can control and maintain the lake level at a rate of 5cfs (cubic feet per second) which is equal to 2200 gallons per minute. (4) The one provision to this is we are limited never to remove more than one half of the flow into the lake. (This is what they will be looking at).
3. Steve has asked for help on figuring how much water he draws from the lake to water that is he thinks he may succeed the .67 cfs limit.
4. It would be very smart to invite Rob Wilson-Hoss to a "near" future Board Meeting.
5. Update on Lake Leprechaun, Lake Leprechaun will need to have its own "Integrated Aquatic Vegetation Management plan" or be attached as part of Lake Limerick before any treatment of any kind will be allowed. I need the Board to please let me know if I should speak to Mary-Beth about creating such a plan after of course determining the cost. Today I spoke to Mary Beth Gibbons and she said the state lost the plan for Lake Leprechaun; she will forward them a copy as well as send me a copy. If the Board authorizes it we will pursue grant money for a study on mechanical means of weed removal, Mary Beth said the State and Kathy Hamel would be very supportive.
6. Update on Terry Mc Nab and the treating of the Lake Limerick. On Thursday May 17, 2001 I spoke with Kathy Hamil of the Washington State Department of Ecology she informed me due to the decision of the US District court concerning the Talent Oregon Irrigation case no permits would be issued this season by the State. The only way would be to obtain a Federal permit (NPDS) but that would take such an extended time it would be of no help this year. She did say we could still treat the lake however **no grant monies could be utilized and we would be open to lawsuits by any environmental group.** I informed Kathy of the impending flow study to which she said the chances of us being sued would more than likely 100%. If we treated the lake. The one bright spot is the grant monies could be used for some type of dredging operation. *The Board needs to give the go ahead as to some sort of dredging operation which would be made more difficult do to the Flow study now starting.*

7. Update on the pizza
  - a. Pizza oven installed 5/15/01
  - b. Pizza storage areas, the storeroom and the hallway.
  - c. 25 cubic foot freezer ordered from quality appliance at \$459.
  - d. Wiring the oven, a big thanks to Fred B.
  - e. Recopies, pizza names and menu's
  - f. Hours of operation 4pm to 9pm Wednesday thru Saturday and Sunday noon to 5pm.
  - g. Testing Start on the 23<sup>rd</sup>.
  - h. Opening date officially June 1<sup>st</sup>.
8. Cindy Paradise update, the lot is being sold, if it is not sold then we can talk about it again.
9. Pro shop café liquor license update. The on sight inspection happened on May 15, 2001. (Passed) (New law)
10. Tennis court recreation area update
11. Building maintenance schedule of cleaning posted and set up in the office.
12. FEMA, we need to submit damages by May 31, 2001. The restaurant floor was inspected on May 15, 2001, all OK. (Les Johnson)
13. Safety committee meeting May 16, 2001 2pm.
14. Corporation yard cleanup and organization.
15. Replacement of the fax machine (\$299) and Sheila's computer monitor \$299.
16. Replacement of our vacuum, \$329.00.
17. Security up update, I have never heard from anyone.
18. Trimmer Edger/maintenance and greens.
19. Fire Extinguisher and exit diagrams posted. The clubhouse is done we will work on the pro shop and then the corporation yard.
20. Renewal Hydraulic Project Approval. (Lapsed) This could be a possible problem.
21. Department salaries: Your department should be charged no matter where you work except for water. (Separate budgets)
22. Steve Cox and employee raise, suggestions wait the 90 days. I spoke to Steve concerning this matter on May 17, 2001 and about setting up a position chart. (Example Greens person one, greens person two then set up some qualifications.)
23. Lake study on June 21<sup>st</sup> by Mary Beth the last year of the five-year grant. (This will give us more underwater footage.)
24. It would be very appropriate to add to the agenda "Guests from the floor" so members wouldn't need wait.
25. The POS system will be here on the 23<sup>rd</sup> of May, a training class will be held on the 30<sup>th</sup> of May and we will go live on the 7<sup>th</sup> of June. I would appreciate having at least two Board members attend the 30<sup>th</sup> meeting.
26. INFORMATIONAL ONLY
27. Phil Lalle will build a storage cabinet in the pro shop.
28. I closed the bar Sunday night May 13<sup>th</sup> as Dale would have had to work 9am to 11pm and Sheila would have been on her seventh day. The restaurant was closed because of Mother's day brunch. Next year if we do the same we will give better notice.
29. We need to consider the condition of the club dump truck to do employee safety.

## OLD BUSINESS

1. Security: the Maintenance Chairperson and Mary Lou Trautmann will review The Security Contract in August.
2. Squaxin Tribe Flow Study Update – Manager's Report
3. Lake Leprechaun Update – Manager's Report
4. Kids Recreation Update – Manager's Report Padding the tennis court posts was discussed.
5. Pizza Oven Update – Manager's Report
6. Trail Easement northern section of Lake Limerick. Members have been fencing off sections of Lake Limerick's trail easement area. The Architectural Committee will draft a document stating lot owners will move their fences if required by Lake Limerick. The attorney will examine the form, then the Board of Trustees will review and approve.
7. Camera in Lounge: We have purchased a TV/VCR/camera for the Café and will check out a system for the Lounge.

**NEW BUSINESS:**

1. Grant Monies: Item #6 Manager's Report. The Lake/Dam Committee and General Manager George Duffin will proceed immediately to utilize the balance of the grant money for mechanical harvesting of the lake.

**EXECUTIVE:**

1. Executive Committee Bylaws revised.

Motion made by Tr. Bill McDonald, seconded by Tr. Jack Betterley, and carried by the Board as follows:

The Board of Trustees approved the Executive Committee recommendation and accepted the Revised Executive Committee Bylaws.

**Lake Limerick Country Club**

790 E St. Andrews Drive

Shelton, Washington 98584

**EXECUTIVE COMMITTEE BYLAWS**

**MEMBERSHIP:** The President, Vice President, Secretary, Treasurer of the Board of Trustees, and one representative of the Water Committee appointed by Board of Trustees.

**TERM:** Trustee members while holding office; water member as determined by the Board of Trustees.

**MEETINGS:** Meetings held seven PM Tuesdays, prior to the monthly Board of Trustees Meeting.

**CLOSED SESSIONS:** Closed sessions may be called by the Executive Committee Chairperson to discuss sensitive or confidential matters.

**SCOPE:** The Executive Committee is formed to:

- a) Represent the Board of Trustees in personnel administration.
- b) Develop personnel policies.
- c) Coordinate personnel activities and policies between the various committees supervising employees.
- d) Interface with the Board of Trustees and Lake Limerick membership on community matters.
- e) Act on behalf of the Board of Trustees on routine operation.

- f) Act on behalf of the Board of Trustees on matters related to interpretation of policy in an emergency situation. Such action to be read in the next scheduled Board of Trustees meeting and noted in the Board Minutes.

BYLAW REVIEW: Executive Committee bylaws to be reviewed annually.

QUORUM: A simple majority of the committee members.

It is not the intent of the Executive Committee to circumvent or supercede the authority of the elected Board of Trustees in policy matters or the committee chairperson in their activities, but assist the general club operation as defined herein.

Approved by the Executive Committee May 16<sup>th</sup>, 2001.

Approved by the Board of Trustees May 19<sup>th</sup>, 2001.

## 2. Bank Signatory Cards

Motion made by Tr. Chuck Handcuff, seconded by Tr. Esther Springer Johannesen, and carried by the Board as follows:

The Board of Trustees approved the Executive Committee recommendation to have all Officers of the Board of Trustees, General Manager, Office Manager and Executive Administrative Assistant as signers on the bank signatory cards.

COMMENTS FROM MEMBERSHIP:

CORRESPONDENCE:

ANNOUNCEMENTS:

Motion made by Tr. Esther Springer Johannesen, seconded by Tr. Bill McDonald, and carried by the Board as follows:

The Board of Trustees convenes to closed session regarding a member's account and an employee.

Motion made by Tr. Esther Springer Johannesen, seconded by Tr. Mary Lou Trautmann, and carried by the Board as follows:

The Board of Trustees reconvenes to open session.

Motion made by Tr. Esther Springer Johannesen, seconded by Tr. Mary Lou Trautmann, and carried by the Board as follows:

The Board of Trustees accepts all closed session motions.

Motion made by Tr. Bill McDonald, seconded by Tr. Gene Metz and carried by the board as follows:

The board of trustees adjourns the meeting at 12:30 pm.

Respectfully submitted, Mary Lou Trautmann, Secretary  
Preliminary Minutes not approved by the Board of Trustees, for review only.

**Lake Limerick Country Club**  
**BOARD MEETING**  
**Saturday May 19, 2001**

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26. \_\_\_\_\_
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29. END
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30-Apr-01 Department Oct thru April 30th Summary 5/19/2001	7 Months	7 Months	Variance		
	Actual	Budget			
<b>Administration #05</b>					
Income: (61.5% v 58.3)	\$292,070.00	\$289,800.00	\$2,270.00		
Expenses: (50.2% v 58.3)	-\$145,076.00	-\$136,864.00	-\$8,212.00 #1		
Other income and expenses:	\$9,055.00	\$816.00			
-Net profit or loss:	\$156,049.00	\$153,752.00	\$2,297.00		Worse
<b>Lake &amp; Dam #15</b>					
Net profit/loss:	-\$5,767.00	-\$9,412.00	\$3,645.00		Better
<b>Lake Management #20</b>					
Net profit/loss:	\$550.00	-\$5,833.00	\$6,383.00		Better
<b>Maintenance &amp; Parks: #30</b>					
Income	\$0.00	\$0.00	\$0.00		
Expenses:	-\$60,783.00	-\$75,516.00	\$14,733.00 #2		Better
<b>Security: #45</b>					
Net profit/loss:	-\$9,820.00	-\$12,250.00	\$2,430.00 #3		Better
<b>Architectual: #55</b>					
Income:	\$1,815.00	\$1,050.00	\$765.00		
Expenses:	-\$1,121.00	-\$2,100.00	\$979.00		Better
<b>Golf #65:</b>					
Income: (44.7% v. 58.3)	\$46,886.00	\$52,660.00	-\$5,774.00		
Expenses (52% v 58.3%)	-\$78,170.00	-\$81,703.00	\$3,533.00		
-Net profit/loss:	-\$31,284.00	-\$29,043.00	-\$2,241.00 #4		
<b>Restaurant &amp; Lounge #75</b>					

<b>Income: (50.7% v 58.3%)</b>	\$105,002.00	\$106,485.00	-\$1,483.00	
<b>cost of goods:</b>	-\$47,135.00	-\$48,822.00	\$1,687.00	
<b>Expenses: (54.7 v 58.3)</b>	-\$94,287.00	-\$81,573.00	-\$12,714.00	#5
<b>Net Profit or loss:</b>	-\$36,420.00	-\$23,910.00	-\$12,510.00	

**Social, Youth & ComSupport #80**

<b>Income:</b>	\$3,053.00	\$5,858.00	-\$2,805.00	
<b>Cost of goods:</b>	\$2,087.00	\$2,800.00	-\$713.00	
<b>Expenses:</b>	\$3,457.00	\$4,547.00	-\$1,090.00	
<b>Net Profit or Loss:</b>	-\$2,491.00	-\$1,489.00	-\$1,002.00	worse

**Water #95**

<b>Income: (89% v )</b>	\$169,015.00	\$177,982.00	-\$8,967.00	
<b>Expenses: (63.8% v 58.3)</b>	\$73,602.00	\$86,520.00	-\$12,918.00	
<b>Other income \$ expenses:</b>	-\$25,335.00	-\$33,974.00	\$8,639.00	
<b>- Net Profit or Loss:</b>	\$70,078.00	\$57,488.00	\$12,590.00	Better

**Appendix**

	Actual	Budget	
<b># One (administration)</b>			
a. Acct. Audit Ryan:	\$5,852.00	\$0.00	\$5,852.00
b. Insurance:	\$7,036.00	\$4,083.00	\$2,953.00
c. Legal fees recov.	\$0.00	\$0.00	\$0.00
c. Professional Fees:	\$4,200.00	\$0.00	\$4,200.00
d. Utilities	\$15,162.00	\$13,417.00	\$1,745.00
			<b>\$14,750.00</b>
<b># Two (maintenance)</b>	salaries	\$6,757.00	less
<b># Three (security)</b>	20 hrs.v. 40 hrs.		
<b># Four (Golf)</b>			
(Golf member annuals)	\$32,757.00	\$37,752.00	-\$4,995.00
(Golf public annuals)	\$2,549.00	\$5,500.00	-\$2,951.00
<b># Five (Restaurant)</b>	Sal/tax/ben	\$14,573.00	more

**Note A**

(Insurance is up \$11,000, coverage to 4 million.)

**Note B**

(Legal fees, no budget \$10,081)

# Lake Limerick Country Club Inc

## Accounts Receivable Flash Report

1:48 pm

### Year-to-Date Accounts Receivable Summary

Year-to-date sales		1,055,472.16
Current A/R balance		101,828.20
Current open credits		1,944.89
Current finance charges		4,378.57
<i>Total</i> Net A/R balance		<u>104,261.88</u>
WATER AR BAL		<u>19,008.06</u>
LLCC AR BAL		<u>85,253.82</u>

### Aging information:

Current	4,209.04	4.1%
1 to 30	31,043.79	30.5%
31 to 60	1,239.40	1.2%
61 to 90	1,485.03	1.5%
Over 90	63,850.94	62.7%

### Month-to-Date Accounts Receivable Summary

Monthly beginning balance	129,827.00
Sales	46,398.15
+ Miscellaneous charges	0.00
- Discount	0.00
+ Freight charges	0.00
+ Sales tax	1,503.20
Invoice total	<u>47,901.35</u>
Credit total	430.13
Debit total	0.00
Payments received + prepaid invoices	<u>*73,849.80</u>
Early payment discounts	0.00
Finance charges	813.46
Cash refunds	0.00
Write offs	0.00
Voided invoices	0.00
Open credits applied	109.13
Deposits applied	60.00
	0.00

total \$ AR pymts \$ 29,850.94

AMT paid by legal accts \$ 1549.25  
 AMT paid by Pymt Plan accts \$ 2029.83

Report Date 5/18/01

Period October 1st thru a  
April 30th

Income by Department	7 months as budgeted 58.10%	Actual % to L/Y	100 . 41.50% left	Received	Left
				To Date	To Receive
Administration:	58.1%	60.0%	40.0%	\$292,071	\$209,729
Architectural	58.1%	63.2%	36.8%	\$1,815	-\$15
golf	58.1%	54.4%	45.6%	\$46,856	\$78,969
Lake/Dam	58.1%	100.0%		NR	
Restaurant/Lounge	58.1%	50.1%	49.9%	\$105,001	\$104,397
Pro Shop Café	21.4%	21.4%	78.6%	in above	in above
Social Events	58.1%	35.6%	64.4%	\$4,471	\$6,347
Water Department	58.1%	89.0%	11.0%	\$169,015	\$23,834
<b>Total Income with water:</b>	58.1%	61.5%	38.5%	\$619,229	\$423,261
<b>Total without water:</b>	58.1%	54.6%	45.4%	\$450,214	\$399,427

Expense by department	7 months as budgeted 58.10%	Actual % to L/Y	Paid		used percent 58.30%
			To Date	Left in Budget	
Administration	58.10%	60.90%	\$145,077	\$109,491	57.00%
Admin. Other inco& ex.			\$9,055	-\$7,656	
Architectual	58.1%	58.2%	\$1,121	\$2,479	31.10%
Golf	58.1%	52.0%	\$78,170	\$75,046	51.00%
Rest /Lounge	58.1%	54.8%	\$94,287	\$60,395	61.00%
Rest/lounge COG					
Social events	58.1%	56.2%	\$3,457	\$6,366	54.30%
Water	58.1%	63.7%	\$73,603	\$61,314	54.60%
Lake Mgmt.	58.1%	0.0%	\$376	\$9,624	3.80%
Lake/Dam Dept.	58.1%	60.0%	\$7,184	\$11,845	37.80%
Maint/parks dept.	58.1%	56.5%	\$60,783	\$68,054	47.20%
Security dept.	58.1%	46.5%	\$9,819	\$11,180	46.80%
<b>Total Expenses</b>	58.1%	57.1%			

## **Schedules for April 24<sup>th</sup>, 1999 Town Meeting:**

Call window washers for quotes: Schedule for April 16<sup>th</sup> (Friday)

NOTE: WINDOW WASHER CANNOT SQUEEGE LOUNGE WINDOWS; THEY HAVE THE FILM ON THEM.

- Transparent Window Service – 426-3695 (used a lot of water before) Left Message Quote: **\$295.00**
  - They will start the windows on Monday, April 19, 1999 outside, and finish on Thursday, April 22<sup>nd</sup>.
- Ace Maint. 923-0270 Left Message No reply not used
- Rainier Windows 427-5717 left messages 3/31/99 & 4/7/99 He fell off roof won't be working for a while. Not used
- Marc's Windows 1/877/956/1933 and 9566-1933 got quote of **\$370.00 Not used**
- **Try Crystal Clean Window Cleaning (Member recommended 7/99) 956-1455 Chuck Stuart. Gave quote 10/21/99 for \$260.00.**

Called Carpet Cleaner

- Robert E's Carpet Cleaning Scheduled for April 19th, at 8:30 in morning. (Monday before meeting)
- He's to clean all carpets except upstairs office and boardroom. Will schedule on a Friday later so we can close the office.

Set up for meeting? This need to be addressed since Jora Lee no longer does set-ups. Dave and his Maint crew set up.

Let Dave, Maintenance know meeting date in plenty of time to coordinate any visible maintenance around the building. Clean upstairs and down stairs decks, outside chairs tables, etc.

Let Andreas, Chef know about meeting and what is scheduled.

Cc: Dave, Andreas, Marylou, and Dick

The grounds are looking good from what I saw last weekend and I appreciate all that your crew is doing to prepare for the annual meeting. There are a few things I wanted to review prior to Saturday: 1. The room needs to be set up for approximately 100 members 2. Tables for the board in the front of the room (two) 3. Lectern needs to be in front of room between the two tables 4. The hand held microphone needs to be tested and prepared for use 5. Overhead projector needs to be tested. Wall serves as screen. 6. U.S. and Washington State flags need to be properly displayed 7. You can probably think of other items I will call you today to get an update on the custodial position and review the plans for Saturday. Thanks again for all the efforts of your staff.  
Dick

## **Schedules for October 23<sup>rd</sup>, 1999 Semi Annual Meeting:**

1. Schedule Window Washer, called Transparent Window Service – 426-3695, will be here 10/21/99; same quote as last time \$295.00.
2. There is a dinner in the Great Hall; Thursday -10/21/99 so Harvey will have to clean up Friday. A Wedding is scheduled for 10/23/99 in the Hall so this will need some coordination. She can do decorating Friday night, and Saturday morning done by 1:30 pm., and set tables off to the side of the hall. The meeting is from 2:00 to 4:00 PM, so the 100 chairs from meeting will have to be moved, and the tables set in place along with the same 100 chairs for the wedding reception.

## **Schedules for April 22<sup>nd</sup>, 2000 Town Meeting:**

Call window washers for quotes: Schedule for April 16<sup>th</sup> (Friday) Dave Set up.

NOTE: WINDOW WASHER CANNOT SQUEEGE LOUNGE WINDOWS; THEY HAVE THE FILM ON THEM.

- Transparent Window Service – 426-3695 Charged: \$320.00 (had to scrape paint off window, caulked office windows outside.)
  - They will start the windows on Monday, April 19, 1999 outside, and finish on Thursday, April 22<sup>nd</sup>.

Call Carpet Cleaner

Robert E's Carpet Cleaning 427-6744 Scheduled for April 17th, at in morning. (Monday before meeting) Cost \$275.00 did Restaurant, Lounge, hallway, & stairs. (Not great hall or office)

3. Andreas had banquet scheduled for Saturday night.

5/18/01 1:20 PM

Inn Schedules for April Oct Meetings.doc



HYDRAULIC PROJECT

APPROVAL

R.C.W. 75.20.100  
R.C.W. 75.20.103

April 8, 1996

DEPARTMENT OF FISHERIES  
General Administration Bldg.  
Olympia, Washington 98504  
(206) 753-6650

DEPARTMENT OF FISHERIES

4 (applicant should refer to this date in all correspondence)

PAGE 1 OF 1 PAGES

UBOT  
5-19-01

<input type="checkbox"/> 10 LAST NAME Lake Limerick Country Club		<input type="checkbox"/> 18 CONTACT PHONE(S) (360) 426-4563		<input type="checkbox"/> 1 CONTROL NUMBER 00-27288-06	
<input type="checkbox"/> 19 STREET OR RURAL ROUTE E 790 Saint Andrew Dr		ATTN: S. Morley		<input type="checkbox"/> 7	<input type="checkbox"/> 8
CITY Shelton		STATE WA	ZIP 98584	<input type="checkbox"/> 14	<input type="checkbox"/> 17
<input type="checkbox"/> 12 WATER Lk Limerick/Cranberry Cr		TRIBUTARY TO Oakland Bay		<input type="checkbox"/> 11 TYPE OF PROJECT Lake Level	
<input type="checkbox"/> 13 QUARTER SECTION	SECTION NW	TOWNSHIP 27	RANGE(E-W) 21N	COUNTY 03W	Mason
					Regulation

TIME LIMITATIONS:  5 THIS PROJECT MAY BEGIN Immediately-Prv 1  6 AND MUST BE COMPLETED BY October 15, 2000-Prv 1

THIS APPROVAL IS TO BE AVAILABLE ON THE JOB SITE AT ALL TIMES AND ITS PROVISIONS FOLLOWED BY THE PERMITTEE AND OPERATOR PERFORMING THE WORK.

SEE IMPORTANT GENERAL PROVISIONS ON REVERSE SIDE OF APPROVAL

NOTE: This Hydraulic Project Approval (HPA) is a renewal of the original HPA issued on April 2, 1985, and last modified on April 12, 1994. It is in response to a written request by Ken Douglas, Lake Limerick Country Club, on March 6, 1996, and it supersedes all previous HPAs and modifications for this project.

This HPA is written for a five season time period (1996-2000).

1. ADDITIONAL TIMING LIMITATIONS: Lake level regulation work shall only occur between April 1 to October 15 of calendar years 1996-2000.
2. Fish passage shall be maintained in the fishway at all times.
3. The lake level shall be gradually fluctuated (lake level raising and lowering) at a rate not to exceed 1/24 inch per hour as measured at the dam. This is equal to 1 inch per day. Total adjustment within the entire fluctuation period shall not exceed 10 inches.
4. The Area Habitat Biologist, at telephone (360) 664-4670, shall be contacted at least one week prior to any lake level fluctuation work to arrange inspection.

LOCATION: Five miles northeast of Shelton at Lake Limerick Dam.

bk(11.31)

SEPA: Exempt, Renewal  
REGIONAL HABITAT MANAGER - Jim Fraser (360) 664-4670  
PATROL - Ohlde 029 [P3]  
APPLICANT - WILDLIFE - READER - PATROL - HAB. MGR. - WRIA

DEPARTMENT OF FISHERIES

*Gayle Kretzman*

DIRECTOR



HOSS and WILSON-HOSS  
ATTORNEYS AT LAW  
236 WEST BIRCH STREET  
SHELTON, WASHINGTON 98584

RICHARD T. HOSS  
ROBERT D. WILSON-HOSS

*Daniel*  
*Tom*  
*David*

AREA CODE 360  
426-2999 FAX 426-6715

*Cheryl*  
*Don*  
*Keith*  
*Gene*  
*Ernie*  
*Kirk*

*Mary*  
*Jack*  
*Vern*  
*Henry*

May 16, 2001

Fax No. 360-426-8922

George Duffin, General Manager  
Lake Limerick Country Club  
790 East St. Andrews Drive  
Shelton, Washington 98584

Dear George:

I have previously faxed you a copy of RCW 24.03.115 (Committees) and *Diehl v. Harstene Point Maintenance Association*, 95 Wash. App. 339 (1999). These authorities help answer your questions about committee structures.

First, it has always been my advice that RCW 24.03.115, the Washington State Non-Profit Corporation Act, applies to homeowners' associations. This advice is based upon not only the language of the statute, but also upon a number of court cases that have applied the terms of the Non-Profit Corporation Act to homeowners' associations.

Most of the Non-Profit Corporation Statute Act makes sense, and much of it simply supplements what could be missing from an association's governing documents, including articles of incorporation and bylaws. However, the statute in question, RCW 24.03.115, neither makes much sense, nor is alternative to an association's governing documents. The language of the statute about how committees have to be constituted does not square with how associations actually do business, and it is not optional.

Therefore, we have a situation where a statute imposes mandatory requirements upon homeowners' associations, which are contrary to how not only homeowners' associations, but also generally non-profit corporations, actually do business. This means that many non-profit corporations in the State of Washington are at risk.

The extent of the risk is demonstrated by *Diehl v. Harstene Point Maintenance Association*, which is, of course, a Mason County case. In that case, the Washington State Court of Appeals, Division II, ruled that RCW 24.03.115 applies to a Mason County homeowners' association, and the homeowners' association may not simply choose to deviate from the statute by simply changing its organizational documents.

George Duffin  
May 16, 2001  
Page - 2

One of the reasons that the Court of Appeals struck down the action of the homeowners' association in this case was because the committee that took the action, an architectural control committee, did not comply with RCW 24.03.115. In particular, RCW 24.03.115 requires that committees must be constituted of "two or more directors" if the committee is going to take action on behalf of the corporation.

Again, the statute says that a board of directors may appoint a committee, which can then "exercise the authority of the board of directors in the management of the corporation," when the committee consists of "two or more directors."

A non-profit corporation, including a homeowners' association, can have as many committees as it wants, composed of members, non-members, members of the board of directors, space aliens, and whomever, but those committees can not "exercise the authority of the board of directors in the management of the corporation." Those committees would be simply advisory.

If a committee is actually to do the work of the board of directors, then that committee must be composed of only members of the board of directors, and at least two of them.

This means that if your Inn Committee is going to take action for the board of directors, then it must be composed of only members of the board of directors. If it is not, then the actions of the Inn Committee that constitute taking "the authority of the board of directors of the management of the corporation," must be ratified by the board of directors. This would be a simple procedure involving a report at the monthly board meeting of actions taken, and a vote by the board to ratify those actions by each such committee. Also involved would be a clear understanding that the board may not agree with an action taken, and may not vote to ratify, thereby overriding the committee.

The biggest problem arises with the Water Committee. In my experience, since the early 1980s the Water Committee has had its own bylaws, and its own separate elections for its members. The Water Committee has its own budget, and makes its own decisions.

The problem is that, according to the Lake Limerick organizational documents, provision of domestic water supply is one of the purposes of the corporation, see Article of Incorporation I, para. 9. In addition, your bylaws provide that the powers of the corporation shall be exercised by the board of trustees. Finally, the declarations provide that Lake Limerick Country Club is to control the water system for the provision of domestic water supply.

All of this taken together means that the language of RCW 24.03.115 is, in my opinion, mandatory. The problem with this is that Lake Limerick has a long history of "separation of powers." Although the genesis of the separate Water Committee has never been explained to me, I presume that the purpose was to pull the provision of water supply out of the political sphere.

George Duffin

May 16, 2001

Page 3

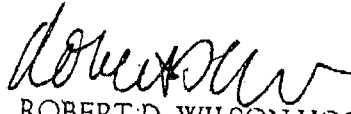
However, based on not only the statute, but the various organizational documents of Lake Limerick, my advice is that this system simply would not survive challenge in a lawsuit.

Practically speaking, I believe that my advice may well be poorly received by the Water Committee, and supporters of that committee who have done such an excellent job over the years of performing the services consistent with, in my opinion, the reason for the formation of the Water Committee.

I do not know the answer to the question, "What should happen next?" One possibility is to simply have the Water Committee report to the board, for the board's ratification of its action, once a month, as discussed above. This may certainly concern the Water Committee, first from a general perspective, but also given the possibility that the board may not agree with the Water Committee, and may not ratify a certain action that it takes. However, such is the requirement of law, in my opinion.

Please let me know if you have any further questions.

Sincerely,

  
ROBERT D. WILSON-HOSS

RWH:ss

RICHARD T. HOSS  
ROBERT D. WILSON-HOSS

**HOSS and WILSON-HOSS**  
ATTORNEYS AT LAW  
236 WEST BIRCH STREET  
SHELTON, WASHINGTON 98584

AREA CODE 360  
426-2999 FAX 426-6715

FAX NO. 1-360-426-6715

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Susie

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WA ST 24.03.115  
 West's RCWA 24.03.115

Page 2

**WEST'S REVISED CODE OF WASHINGTON ANNOTATED  
 TITLE 24. CORPORATIONS AND ASSOCIATIONS (NONPROFIT)  
 CHAPTER 24.03. WASHINGTON NONPROFIT CORPORATION ACT**

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Current through End of 2000 Second Special Session

24.03.115. Committees

If the articles of incorporation or the bylaws so provide, the board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, in the articles of incorporation or in the bylaws of the corporation, shall have and exercise the authority of the board of directors in the management of the corporation: PROVIDED, That no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; 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. The designation and appointment of any 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.

**CREDIT(S)**

1994 Main Volume

[1986 c 240 § 20; 1967 c 235 § 24.]

<General Materials (GM) - References, Annotations, or Tables >

**HISTORICAL AND STATUTORY NOTES**

1994 Main Volume

Laws 1986, ch. 240, § 20, following the proviso, substituted "or exchange" for "exchange or mortgage" following "authorizing the sale, lease, "; and inserted "not in the ordinary course of business" following "assets of the corporation".

**LIBRARY REFERENCES**

1994 Main Volume

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WA ST 24.03.115

Page 3

Corporations 299.

WESTLAW Topic No. 101.

## NOTES OF DECISIONS

## In general 1

## Authority 2

Board of senior elders/directors of church had no authority; without concurrence of senior pastor, to amend articles of incorporation and bylaws without original pastor's concurrence, despite §§ 24.03.115 and 24.03.165 prohibiting delegation of certain powers to committees of board of directors and allowing majority of board of directors to amend articles of incorporation; § 24.03.115 dealing with delegations of powers pertained only to powers of board of directors but was silent on issue of powers

§ 24.03.165 providing for amendment of articles of incorporation by vote of majority permitted requirement of vote or concurrence of greater proportion. *Barnett v. Hicks* (1990) 114 Wash.2d 879, 792 P.2d 150.

## 2. Authority

Homeowners' association's architectural control committee was not properly constituted under statute requiring "two or more directors" of nonprofit corporation to be on a committee appointed by

board of directors and under covenants, conditions, and restrictions (CC&Rs) referring to architectural control committee "composed of three members," where committee had five members and only one member was a director, and thus, committee's conditional denial of lot owner's application to cut down tree was invalid. *Hartstene Pointe Maintenance Ass'n v. Diehl* (1999) 95 Wash.App. 339, 979 P.2d 854.

Conditional denial by homeowners' association's architectural control committee of lot owner's application to cut down tree was not void as "ultra vires," but instead voidable if successfully challenged, where lot owner did not challenge association's corporate authority to regulate lot development but instead challenged manner of executing such authority through architectural control committee that was irregularly constituted under statute and covenants, conditions, and restrictions (CC&Rs). *Hartstene Pointe Maintenance Ass'n v. Diehl* (1999) 95 Wash.App. 339, 979 P.2d 854.

West's RCWA 24.03.115

WA ST 24.03.115

END OF DOCUMENT

979 P.2d 854

(Cite as: 95 Wash.App. 339, 979 P.2d 854)

Page 2

Court of Appeals of Washington,  
Division 2.

**HARTSTONE POINT MAINTENANCE  
ASSOCIATION**, a Washington non-profit  
corporation, Respondent,

v.

**John E. DIEHL**, a single man, Appellant.

No. 22125-0-II.

April 30, 1999.

Homeowners' association brought action against lot owner who allegedly violated covenants, conditions, and restrictions (CC&Rs) by cutting down tree without approval of architectural control committee. After trial, the Superior Court, Mason County, James Sawyer, J., concluded that lot owner violated CC&Rs and was subject to penalties under CC&Rs. Lot owner appealed. The Court of Appeals, Armstrong, Acting C.J., held that architectural control committee was not properly constituted under statute and under CC&Rs, and thus, committee's denial of lot owner's application to cut down tree was invalid.

Reversed in part and remanded.

## West Headnotes

[1] Corporations ⇨299  
101k299 Most Cited Cases

[1] Covenants ⇨49  
108k49 Most Cited Cases

Homeowners' association's architectural control committee was not properly constituted under statute requiring "two or more directors" of nonprofit corporation to be on a committee appointed by board of directors and under covenants, conditions, and restrictions (CC&Rs) referring to architectural control committee "composed of three members," where committee had five members and only one member was a director, and thus, committee's

conditional denial of lot owner's application to cut down tree was invalid. West's RCWA 24.03.115.

[2] Corporations ⇨446  
101k446 Most Cited Cases

Conditional denial by homeowners' association's architectural control committee of lot owner's application to cut down tree was not void as "ultra vires," but instead voidable if successfully challenged, where lot owner did not challenge association's corporate authority to regulate lot development but instead challenged manner of executing such authority through architectural control committee that was irregularly constituted under statute and covenants, conditions, and restrictions (CC&Rs). West's RCWA 24.03.040, 24.03.115.

[3] Corporations ⇨446  
101k446 Most Cited Cases

"Ultra vires" describes corporate transactions that are outside the purposes for which a corporation was formed and, thus, beyond the power granted the corporation by the legislature. West's RCWA 24.03.040.

\*\*854 \*340 John E. Diehl, Shelton, Pro Se.

Robert William Novasky, Maureen Mullane Falecki, Burgess, Fitzer, Leighton & Phillips, Tacoma, for Respondent.

ARMSTRONG, A.C.J.

John Diehl appeals a judgment that he violated the restrictive covenants of Hartstone Point when \*341 he cut down a tree on his property. Because the architectural control committee was not properly constituted when it denied Diehl's tree cutting application, we reverse the judgment in part.

## FACTS

Hartstone Pointe is a 530-lot community formed by a subsidiary of the Weyerhaeuser Corporation on

979 P.2d 854

(Cite as: 95 Wash.App. 339, \*341, 979 P.2d 854, \*\*854)

Page 3

Hartstene Island in Mason County. Lots in the community are subject to restrictive "Covenants, Conditions, and Restrictions" (CC & Rs), whose purpose is "to protect the value and desirability of the aforesaid real property." These covenants are enforced by an Architectural Control Committee (ACC), appointed by the Hartstene Point Maintenance Association's Board of Directors (HPMA).

Article VI of the CC & Rs governs "Architectural Controls," and provides, in relevant part:

**\*\*855** No landscaping work, including the removal of natural trees, shrubs, brush, and other ground cover, shall be undertaken on any Platted Residential Lot until the plans and specifications showing the nature and other details of the proposed work shall have been submitted to and approved in writing by the Board of Directors of the Association or by the aforementioned architectural control committee appointed by the Board.

In May 1992, John Diehl, owner of lot 92 in Hartstene Pointe, submitted an application to remove trees from his property in order to construct a residence. Diehl proposed cutting over 30 trees. Diehl's application was approved on condition that he not cut a single 26-inch diameter cedar located approximately 15 feet from the south side of his proposed home. The tree was located in the middle of an area where Diehl proposed to build a "Japanese-style garden." Diehl appealed the ACC decision to the Board of Trustees, which eventually denied it.

Nevertheless, Diehl removed the tree. No further action was taken until a separate dispute over road maintenance arose approximately one year later. In December 1993, the \*342 new chairman of the ACC notified Diehl that a fine of \$1,000 had been levied against Diehl for cutting the tree, as well as other fines relating to other disputed matters that are not the subject of this appeal. Diehl appealed the fines to the Board, which denied his appeal. The Board also imposed other sanctions, including the

loss of his voting privileges in the HPMA.

In May 1994, the HPMA sued to abate alleged violations of several covenants; the HPMA also sought a monetary judgment and suspension of voting rights and use-privileges for HPMA common areas and facilities. Following a six day trial, the trial court invalidated fines against Diehl in the amount of \$4,500, finding that the HPMA documents did not authorize the Board or the ACC to impose fines. But the court did find that Diehl "violated the laws of Hartstene Pointe when he cut the 26" cedar tree...." The trial court concluded that "[b]ecause defendant violated the laws of Hartstene Point, he is subject to the penalties contained within those laws." The trial court ruled in favor of Diehl on several other issues, not the subject of this appeal, and thus ruled that neither party was entitled to attorney's fees.

Diehl raises a number of challenges to the Board's action, including that the ACC was not properly constituted under the governing documents for the community. Because our decision on this issue is dispositive, we do not address Diehl's other arguments.

#### ANALYSIS

##### ACC Composition

[1] Diehl contends that the ACC was not properly composed at the time it denied his tree-cutting application, and therefore the denial was improper. Diehl claims that the ACC did not meet the requirements of either the CC & Rs or of RCW 24.03.115. Article VI of the CC & Rs states that appropriate applications "shall have been submitted to and approved in writing ... by the Board of \*343 Directors of the Association, or by an architectural control committee composed of three members appointed by the Board." Further, RCW 24.03.115, which governs nonprofit corporations and associations in Washington, provides in relevant part:

If the articles of incorporation or the bylaws so provide, the board of directors, by resolution



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(Cite as: 95 Wash.App. 339, \*343, 979 P.2d 854, \*\*855)

Page 4

adopted by a majority of the directors in office, may designate and appoint one or more committees each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, in the articles of incorporation or in the bylaws of the corporation, shall have and exercise the authority of the board of directors in the management of the corporation....

RCW 24.03.115.

The HPMA does not dispute that the ACC consisted of five members of the HPMA, only one of whom was a member of the Board of Directors. But the HPMA argues that the CC & Rs language does not limit the members of the ACC. This argument contradicts the plain language of the CC & Rs and the statute. The CC & Rs authorize an architectural committee of three members, not three or more. And under the HPMA's reasoning, \*\*856 there would be no limit on the number of committee members, either more or less than three. This would render the language of the CC & Rs meaningless. Further, the argument ignores the statutory mandate that such committees consist of two or more directors. Thus, even if the CC & Rs are read to allow more than three members, the make-up of the ACC here was flawed because it contained only one board member.

And the HPMA does not deny that it is a nonprofit corporation governed by RCW 24.03.115. Rather, the HPMA argues that a Washington nonprofit corporation may deviate from the RCW requirements by amending its founding documents, citing *Barnett v. Hicks*, 114 Wash.2d 879, 792 P.2d 150 (1990).

But nothing in the record shows that the "founding documents" have been amended. The only copy of the articles \*344 of incorporation in the record does not mention the ACC. And the only copy of the bylaws in the record explicitly provides that the directors have the power to appoint an ACC "consisting of two or more directors, and to delegate

to the said Committee authority to interpret, administer, and enforce the covenants." Further, article IX of the bylaws states that "The Board of Directors shall appoint an Architectural Control Committee ... as hereinbefore provided." No other "founding documents" are before this court.

Moreover, *Barnett* did not hold that nonprofit corporations may alter statutory requirements by amending their founding documents. The issue in *Barnett* was whether Washington statutes and the articles of incorporation permitted a non-board member to exercise veto power over board actions. The court held that RCW 24.03.115 did not apply to the question. *Barnett*, 114 Wash.2d at 884, 792 P.2d 150. *Barnett* did not address the issue of whether nonprofit corporations could alter the statutory requirements concerning committee composition.

[2] Finally, although it did not advance the argument before the trial court, the HPMA now contends that Diehl cannot challenge the composition of the ACC because of RCW 24.03.040, which limits the use of ultra vires.

That statute provides:

No act of a corporation and no conveyance or transfer of real or personal property to or by a corporation shall be invalid by reason of the fact that the corporation was without capacity or power to do such act or to make or receive such conveyance or transfer, but such lack of capacity or power may be asserted....

RCW 24.03.040. None of the exceptions apply.

[3] The phrase "ultra vires" describes corporate transactions that are outside the purposes for which a corporation was formed and, thus, beyond the power granted the corporation by the Legislature. *Twisp Mining & Smelting Co. v. Chetan Mining Co.*, 16 Wash.2d 264, 293-94, 133 P.2d 300 (1943) (citations omitted).

\*345 But Diehl does not contend that the HPMA

979 P.2d 854

(Cite as: 95 Wash.App. 339, \*345, 979 P.2d 854, \*\*856)

Page 5

lacked authority to regulate the architectural development of the community. Rather, he argues only that the way in which such control was exercised in his case did not conform with the governing documents of the corporation. This is not a challenge to the authority of the corporation, but only to the method of exercising it. And to hold that such a challenge is barred by ultra vires would be to hold the regularly adopted corporate procedures a nullity. If, as HPMA suggests, RCW 24.03.040 prevents Diehl's challenge, the corporation would be free to disregard its own bylaws that prescribe the make-up of committees. In short, the corporate articles and bylaws would be largely meaningless.

Our conclusion is supported by *Twisp*, 16 Wash.2d at 293-94, 133 P.2d 300. There, the articles of incorporation provided for a seven-member board of directors. An ultra vires challenge was made to a transfer of corporate property authorized by three board members. The court held that the transfer was not ultra vires because the corporation had authority to transfer the property. *Twisp*, 16 Wash.2d at 293-94, 133 P.2d 300. Rather, the transfer was subject to challenge only if it resulted from a "failure to observe \*\*857 in its execution a requirement of law enacted for the benefit or protection of a certain class...." *Twisp*, 16 Wash.2d at 294, 133 P.2d 300. As such the action was not void as ultra vires, but only voidable if successfully

challenged. *Twisp*, 16 Wash.2d at 294, 133 P.2d 300 (citation omitted). Similarly, here Diehl does not challenge the corporate authority to regulate lot development in Hartstene, but only the manner of executing such authority, i.e., by an irregularly constituted committee. Thus, the doctrine of ultra vires does not apply to Diehl's claim. And because the ACC was improperly composed under both the Washington statute and the HPMA's charter, the ACC's conditional denial of Diehl's application was invalid.

#### Attorney's Fees

HPMA asks for attorney's fees. Because the HPMA is \*346 not the prevailing party on appeal, we deny the request. Diehl, who is pro se, has not asked for attorney's fees.

#### CONCLUSION

We reverse that portion of the judgment finding that Diehl violated the laws of Hartstene Point by cutting the 26-inch cedar tree. We remand for entry of findings and conclusions consistent with this opinion.

MORGAN, J., and SEINFELD, J., concur.

END OF DOCUMENT

*Lake Limerick Country Club*  
E. 790 ST. ANDREWS DRIVE  
SHELTON, WASHINGTON 98584

## EXECUTIVE COMMITTEE BYLAWS

**MEMBERSHIP:** The President, Vice President, Secretary, Treasurer of the Board of Trustees, and one representative of the Water Committee.

**TERM:** Trustee members while holding office; water member as determined by the water chairperson.

**MEETINGS:** Meetings held seven PM Tuesdays, prior the monthly Board of Trustees meeting.

**CLOSED SESSIONS:** Closed sessions may be called by the Executive Committee Chairperson to discuss sensitive or confidential matters.

**SCOPE:** The Executive Committee is formed to:

- a. Represent the Board of Trustees in personnel administration.
- b. Develop personnel policies.
- c. Coordinate personnel activities and policies between the various committees supervising employees.
- d. Interface between the Board of Trustees and Lake Limerick membership on community matters.
- e. Act on behalf of the Board of Trustees on routine operation.
- f. Act on behalf of the Board of Trustees on matters related to interpretation of policy in an emergency situation. Such action to be read in the next scheduled Board of Trustees meeting and noted in the Board Minutes.

**BYLAW REVIEW:** Executive Committee bylaws to be reviewed annually.

**QUORUM:** A simple majority of the committee members.

It is not the intent of the Executive Committee to circumvent or supercede the authority of the elected Board of Trustees in policy matters or the committee chairperson in their activities, but assist the general club operation as defined herein.

Approved by the Executive Committee May 16<sup>th</sup>, 2001.

Approved by the Board of Trustees May 19<sup>th</sup>, 2001.

May 14, 2001

TO: Board of Trustees and George Duffin G.M.

FROM: Chuck Hancuff

SUBJECT: Lake/Dam Comm. Mtg. 5/11/01

Among many other subjects, we spent considerable time discussing THE CONDITION OF LAKE LIMERICK AND LEPRECHAUN. For those of you who are not aware, the lakes are sick and getting sicker. My ex-neighbor, Maureen Allen, stopped letting her Black Lab into the lake because afterwards, the dog would vomit and have dysentery. Thursday, May 10, I was told about the mother who let her young daughter in the water and afterwards she pulled 22 leaches off the girl. I understand that the leaches grow in the muck on the lake bottom which is composed of dead plant life. The plants died because of the chemicals put into the lake over the years. The Department of Ecology will only allow us, after granting the necessary permits, to use their approved chemicals. This only adds to the muck that is already there. I have been told that the D.O.E. will not allow any dredging or removal of the muck by mechanical means which is the only way to cure our lake.

I am not a Marine Biologist, I am a REALIST and to borrow a phrase, " I am mad as hell and I'M not going to take it anymore ". I have listened to all

the techni-talk that I can handle. If the D.O.E. can't give us the solution or allow us to seek a solution then they are the problem not the answer.

So, I suggested that we start a case file immediately. This file should contain any letters, any old invoices, copies of permits or any other material pertaining to treatment of the lakes. Furthermore, effective immediately, we should speak with one voice and one voice only. Tom Taylor, who was a guest at the meeting, suggested our General Manager, George Duffin, be the voice. George, who was also a guest, accepted the challenge.

In the event that we have to go to court to save our lakes, as another lake has already done, then a case file is a must.

If the Board of Trustees concur in this case file/one voice approach, then I suggest a short letter be sent to our L.L.C.C. interested members, Committee Chairs and posted on the Bulletin Board. The letter should say that contact with any agency re our lakes by well meaning individuals should be discouraged and all suggestions and/or complaints should pass over the General Managers desk so that we have a record. We may very well need this information.

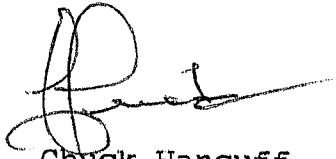
I also suggested that the matter of Lake Treatment be removed from the agenda of Lake/Dam Committee.

The matter of lake treatment is much to important to be in the mix of other subjects. May I suggest that Lake Maintenance Committee be focused only on lake treatment and the Committee be headed by George Duffin. He could choose whomever he might want to assist him.

The lakes deserve and need one voice, one agenda. George has already become quite familiar with the names of Department of Ecology personnel and the companies who's business is lake treatment.

May I also suggest that we act upon this subject immediately.

Sincerely;

A handwritten signature in cursive script, appearing to read "Chuck Hancuff".

Chuck Hancuff

Chrm. L/D Comm.

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360-426-4563

MEDIUM 12 INCHES / LARGE 16 INCHES

CRUSTS THIN OR DEEP DISH

SAUCE ORIGINAL RED OR WHITE

**(Ingredient possibilities: Meats:** pepperoni, Italian sausage, Canadian bacon, chicken fajita, beef fajita, bacon, salami, hamburger and linguica. **Vegetables:** fresh mushrooms, green peppers, onions and tomatoes plus red peppers and jalapenos. **Other:** olives, pineapple, mozzarella cheese and cheese blend.

YOUR MENU

**One The Rolling Stone** – pepperoni, salami and cheese. Medium \$8.49, Large \$11.49 (Add your favorite vegetables)

**Two The O. K. Corral** – Italian sausage, pepperoni, linguica and cheese. Medium \$8.99, Large \$11.99. (Add your favorite vegetables.

**Three The Tropicana** – Canadian bacon, Cheese and pineapple. Medium \$00.00 Large \$00.00.

**Four Pepperoni** - pepperoni and cheese. Medium \$00.00, Large \$00.00.

**Five Lake Limerick Special** - Half Tropicana and Half Pepperoni: Medium \$00.00, Large \$00.00.

**Six Mama's Special** - cheese, pepperoni, Italian sausage, black olives, mushrooms, green peppers and onions. Medium \$00.00, Large \$00.00.

**Seven Papa's Special** - cheese, salami, pepperoni, Canadian bacon, Italian sausage and beef. Medium \$00.00, Large \$00.00

**Eight The whole Enchilada** - salami, pepperoni, Canadian bacon, Italian sausage, cheese, hamburger, black olives, pineapple, green peppers, onions, tomatoes and mushrooms. Medium \$00.00, Large \$00.00.



**Nine Dynamic Duo Two Cheese Pizza** - mozzarella and blend. Medium \$00.00, Large \$00.00.

**Ten the Lean Machine** - cheese, green peppers, onions, black olives tomatoes and mushrooms. Medium \$00.00, Large \$00.00

**Eleven The Southern** - cheese, hamberger, tomatoes, onions, green peppers, black olives and jalapenos. Medium \$00.00 Large \$00.00.

**Twelve Pizza Con Poco** - fajita chicken, cheese, pineapple, tomatoes, black olives, onions and cilantro. Medium \$00.00, Large \$00.00.

### Specialty Pizzas

**BBQ Chicken Pizza** fajita chicken, cheese, onions, pineapple and BBQ sauce. Medium \$00.00, Large \$00.00.

**Garlic Chicken Pizza** garlic chicken, cheese, black olives, mushrooms, onions and tomatoes. Medium \$00.00 Large \$00.00.

**Beef Supreme Pizza** Beef fajita, hamburger, cheese, tomatoes, mushrooms, black olives and onions. Medium \$00.00, Large \$00.00.

**The Chicago pizza** – Cheese, sliced meatballs, onions, green peppers, mushrooms and our special sauce. Medium \$00.00, Large \$00.00.

### Side orders and additions.

Hamburger	Black olives
Chicken fajita	Mushrooms
Canadian Bacon	Green Peppers
Italian sausage	Tomatoes
Linguica	Pineapple
Pepperoni	Onions
Salami	Jalapenos
Beef Fajita	Blended cheese
Mozzella cheese	Meat Balls
White sauce	Bar be-cue sauce