



BOARD OF DIRECTORS - LAKE LIMERICK COUNTRY CLUB

December 17, 2005 9:00 a.m.

MINUTES

I. ROLL CALL:

President Scott Carey, Vice President Tom Taylor, Treasurer Esther Springer-Johannesen, Secretary Shirley Toner, Trustees, Dave Kohler, Keith Smith, Don Johnson, Mike Powter, Lee Dormuth, Tony Paradise, Dick Sirokman. Water Chair Kirk Osborne was excused water committee secretary Bill McDonald attended in his stead.

Guest attending: Adele Scott, Karen Kohler, Tom Penski and Chris Johannesen.

I. GUESTS FROM THE FLOOR:

Adele Scott requested that the board address the growing problem of temporary carports. She suggested that they be banned, or have a time limit of 6 months. Those with permits not would not be allowed to renew at the end of their two years. Adele presented a petition with signatures of others that feel the same way. Scott Carey suggested that this go to the architectural committee, and the petition was given to Chris Johannesen.

II. APPROVAL OF MINUTES:

A motion was made by Shirley Toner, seconded by Keith Smith and passed as follows, with no nays:
To accept the minutes of Board of Director for November 2005.

I. FINANCIAL REPORT:

Esther Springer-Johannesen Treasurer

Esther presented the board with the highlights of November 2005. Capital reserves at the end of November were \$102,965.10; Lake Reserves were \$16,703.18 and the Water System reserves were \$77,035.16.

Cash in the bank administration is \$95,922.08 are the receivables (over 90 days) are \$65,394.76.

The November income statement reads:	Gross revenue	\$52,886.21
	Gross Revenue Sales	<u>\$38,267.21</u>
	Net Income	\$91,153.42
	Direct Cost	<u>\$ 8,831.71</u>
	Gross Profit	\$82,321.71
	Expenses	<u>\$87,223.24</u>
	Net operating Profit	\$ (4,901.53)
	Other Income & Expenses	<u>\$ 2,084.59</u>
	Net Profit	\$ (2,816.94) **

**Note: \$10,107.42 administration depreciation and \$4,408.75 water depreciation has been subtracted from this months total.

The Washington state department of revenue has given us an exempt status for real and personal properties. This should reflect a savings of at least 1,200 per year. LLCC will also be getting a refund check for over paid taxes of around \$22,000.00.

A motion was made by Dick Sirokman seconded by Dave Kohler and passed as follows with no nays:
To accept the financials of November 2005, as presented.

IV. CONSENT AGENDA: (Committees motions)

Chris Johannesen explained the architectural reasons for the stricter requirements on manufactured homes in division four and five. Discussion was held on the definition of foundations. It was agreed that the term foundations needed further definition.

Esther requested an explanation of the proposed beer taps mentioned in the greens minutes. Keith Smith said that this was one of the areas that they were looking at to generate income. Scott Carey suggested that they check into the liquor license description.

A motion was made by Esther Springer-Johannesen, seconded by Shirley Toner and passed as follows with no nays:

To consent agenda, with the following exceptions: Architectural motion removed from the agenda to be voted on as a separate amended motion.

A motion was made by Dick Sirokman, seconded by Tony Paradise and passed as follows with no nays:

To revise the guidelines that all manufactured homes will be new and/or non-lived in manufactured older homes beginning in January 2006 in division four and five.

V. OLD BUSINESS:

1. **Signs (Dave Kohler):** Tom Penski has gathered bids for the signs as approved last board meeting. The bid range is from \$1,500.00 to \$3,000.00. Zumar was the recommended manufacturer. The board told the Lake Dam committee to proceed with the final decision, within \$3,000.00.
2. **King-Ellison purchase of LLCC lot 231 response to motion:** There has been no response.

VI. NEW BUSINESS:

1. **POS system:** Scott Carey recapped for the board of directors the situation and history of the Point of sale computer program sold to LLCC by Capital Business Machines. Although LLCC paid for the licenses they were never put into LLCC name. This is a legal matter and will be pursued later. The machines were outdated when purchased. The executive board is working with G.S. Computers to get the program updated and new stations. They are also looking into another accounting computer program which would allow the integration of all the computer programs. Quick Book Professional was one suggestion. GS Computers is charging LLCC 1/3 the amount that Capital bills for their time. This would be a good use for the tax refund.
2. **Elections:** In order to meet the new by-laws the next election will be two nominees, the next year three nominees and the third year four nominees. There was some concern that on the third year there could be a turnover of almost half of the board. Since the by-laws are clear as to the term allowed, this can't be changed.

VII. CORRESPONDENCE: The board spoke out again about unsigned negative letters being sent to members, by members. This is a juvenile practice, which the board does not condone.

VIII. ANNOUNCEMENTS:

The **Tom & Jerry** open house is tonight at 5 pm, **Christmas dinner buffet** is Friday night December 23rd, and **New Year's** there will be dinner at the Inn. The **office will be closed** Saturday the 24th and Monday the 26th. The **Inn will close** Saturday December 24th through Wednesday December 28th, and again January 1st through January 12th.

IX. MOTION TO CONVENE TO CLOSED SESSION:

A motion was made by Esther Springer-Johannesen, seconded by Don Johnson and passed as follows with no nays:

To convene to closed session at 10:05.

X. 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.) Personnel and Legal

XI. MOTION TO RECONVENE TO OPEN SESSION:

A motion was made by Esther Springer-Johannesen, seconded by Dick Sirokman and passed as follows with no nays:

To reconvene to open session.

XII. MOTION TO ACCEPT ALL CLOSED SESSION MOTIONS: no motions

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

XIII. MOTION TO ADJOURN MEETING:

A motion was made by _____ seconded by _____ and passed as follows with no nays:
To adjourn meeting at 10:25

Respectfully submitted by Marianne Koch not approved by the Board of Directors



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are there any? -

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CONSENT AGENDA

WATER COMMITTEE:

A motion was made by Bill McDonald and seconded by Vern Hadsall and passed with 0 nays.

To accept the November 9th minutes.

A motion was made by Bill McDonald and seconded by Vern Hadsall and passed with 0 nays.

To accept the November 30th special meeting minutes.

A motion was made by Bill McDonald and seconded by Tom Taylor and passed with 0 nays.

To accept the Financials as presented to date with the noted changes.

LAKE/DAM COMMITTEE:

No motions

GREEN COMMITTEE:

INN COMMITTEE:

Motion by Evelyn second by Marie that we accept the bid from Black Lake Glass to replace the mirrors and shelves in the bar for approximately \$2500. Motion passed unanimously.

YOUTH COMMITTEE: no minutes

ARCHITECTURAL COMMITTEE:

A Motion was made by Jim Nutt seconded by Joe Preston and passed with no nays, as follows:

To approve the minutes of November 12th, 2006.

George Radovich made a motion to revise the guidelines as of January 2006 that all manufactured homes are new ~~or~~ non-lived in manufactured older homes and that they be placed on foundations in Division 4 and 5. *2006*

DS TP

EXECUTIVE COMMITTEE:

No motions

FNANCIAL HIGHLIGHTS NOVEMBER 2005

1) CAPITAL RESERVES ARE OVER \$100,000 !!! yeah
Current amount at end of Nov is \$102,965.10
Lake reserves at 16,703.18
Water at 77,035.16 reverve acct and CD

2) Cash in bank – 95,922.08 (admin)

3)Receivables over 90 – 65,394.76

4) November Income Statement

Gross Revenue	52,886.21
Gross Revenue Sales	38,267.21
Net Income	91,153.42

Direct Costs	8,831.71
Gross Profit	82,321.71
Expenses	87,223.24
Net Operating profit	-(4901.53)
Other Income & Expenses	2084.59

Net Profit (2816.94)

- Note: \$10,107.42 admin depreciation and \$4408.75 Water depreciation has been subtracted from this months total.

5) Department of Revenue has given us an “Exempt” status for real and personal property



State of Washington
Department of Revenue

LAKE LIMERICK COUNTRY CLUB INC
E 790 ST ANDREWS DR
SHELTON WA 98584-0000

December 09, 2005

PROPERTY TAX EXEMPTION DETERMINATION

This determination is your official record of Exempt status and should be kept in your permanent file. Any errors or omissions must be brought to our attention immediately. This determination is being issued for the real and personal property used by the occupant below. If you have any additional questions regarding this determination letter, please contact Peggy Davis at PEGGYD@DOR.WA.GOV or by calling (360) 570-5867.

Your exempt status was determined under the following law(s):

- RCW 84.36.037 Public Assembly Hall
- RCW 84.36.250 Nonprofit Water Distribution

Occupant/Location Address:

LAKE LIMERICK COUNTRY CLUB INC
E 790 ST ANDREWS DR
SHELTON WA 98584

Registration Number: 05251-001
County: Mason

011	Parcel Number:	10-02616	Tax Years:	2005, 2006
	Status:	Exempt		
	Legal Description:	PERSONAL PROPERTY OWNED BY LAKE LIMERICK COUNTRY CLUB INC, AND IN USE IN THE OPERATION OF A PUBLIC ASSEMBLY HALL OR A COMMUNITY WATER DISTRIBUTION SYSTEM, INCLUDING ALL PUMPS, HOLDING TANKS, AND DISTRIBUTION LINES.		

Status Comments:

If you do not agree with this determination, you have the right to appeal this decision to the Washington State Board of Tax Appeals. Your appeal must be filed with the Board of Tax Appeals within 30 calendar days of the date this determination was mailed, as evidenced by the postmark. You must allow for mailing time within the 30 day period. Appeal forms are available from the Board of Tax Appeals at (360) 753-5446, <http://bta.state.wa.us>, or from our office.

Give To Sheryl Tower for Website Chapter

Green's Committee purpose as presently stated on the web site:

"to work with the greens keeper and the Pro Shop manager to help promote all factions of promotions that are scheduled and to try to ensure all daily functions are carried out. To that end they will present to the board new equipment and maintenance needs"

Proposed statement:

The Green's Committee goal is to provide a smooth operating golf course. This is accomplished by meeting with the maintenance superintendent to provide a standard for the maintenance of the course, discuss improvements to enhance its playability and any safety issues that may arise. Budget issues for equipment, repairs, supplies and fees are reviewed and sent to the Board of Trustees for approval. It sets rules for conduct and dress on the golf course for members and public alike. The committee members assist the Pro Shop manager in promoting golf events. They also provide ^{THE} a forum for member suggestions and desires regarding maintenance and operation of the course, AND A CONDUIT FOR TRANSFER OF INFORMATION TO BOTH THE BOARD & THE GREENS SUPERINTENDENT.

DIRECTORS

copy to
Bill M.

LAKE LIMERICK COUNTRY CLUB

RESOLUTION NO. 20 ___ - ___

Architectural Committee

This Resolution sets out the purposes, authority, makeup and operating procedures of the Lake Limerick Country Club Building and Architectural Committee (BAC).

1. Purposes. The BAC has three primary purposes, all centered on service to the members of the Association:

- to review, and recommend to the Board approval, disapproval or conditional disapproval of applications for permits for projects involving changes to the platted lots, common areas, and any other real property within the jurisdiction of the Association. Such projects include but are not limited to grading, tree cutting, and construction of residences, docks, fences, and so on;
- to review and investigate complaints of lot condition requirement violations, such as construction without a permit, storage of junk and garbage and the like, and so on, and recommend accordingly to the Board of Directors; and
- to identify circumstances that would benefit from a general rule, investigate these circumstances, and recommend such rules to the Board.

2. Authority. The BAC does not have the authority to act for the Board with respect to any final decisions; rather, it recommends to the Board based on its investigations, experience and deliberations. The Board may or may not accept such recommendations in whole or in part. The BAC does have the authority to make such investigations and recommendations to the Board. Because the BAC does not have the final authority to act, the recorded restrictive covenants provide that any application for approval that is submitted, and not acted on within 20 days, is automatically approved; and the Board meets only once per month on a regular basis; all applications to the BAC are automatically denied, pending consideration by the Board. Any member who believes that an emergency exists so that more immediate attention must be given to an application (not to include the mere failure to submit the application earlier so it could be considered in the regular course of events), must bring this concern to the Chair of the BAC, or if not available, to the President of the Board, as soon as possible.

3. Makeup. The BAC shall consist of one Chair, who is appointed, and serves at the pleasure of, the Board; and from two to six additional members, who are appointed by and serve at the pleasure of the Chair. The Board may also terminate the membership of any of the general members of the BAC, at its discretion. Only Association members in

good standing may serve as BAC members, although any actions that may be taken by the BAC while a member who is not in good standing is serving on the committee are not subject to challenge for that reason.

4. Operating Procedures. The BAC shall operate pursuant to procedures that are fair and reasonable. It shall create and make a readily-accessible record of systems for its operation, which shall include processes, timelines, assignment of responsibilities, accountability and forms, as well as other procedures that are beneficial to the work of the committee.

These shall include systems for the processing of applications for permits, responses to complaints of property condition violations, recommendations to the Board for adoption of new rules, coordination with legal counsel, and the conduct of meetings.

Robert's Rules of Order, or other mechanical rules of procedure, shall not apply to any of the process and procedures of the committee; rather, the committee shall proceed in all ways reasonably and fairly, with concern not only for the rights of the general membership to enforcement of the applicable rules, but also for the rights of individual members to a process that affords them respect as members, gives them a reasonable chance to participate in the process, and fairly considers their positions.

LAKE AND DAM COMMITTEE CHARTER

The Purpose of the Lake and Dam Committee is to act as a planning and advisory agent of the Associations Board of Trustees. This committee is assigned to perform the planning and the implementing of actions in the following areas: Lake regulations; Lake Water control (dam, spillways, etc.); Community parks and boat ramps; Lake water quality; and Events associated with the lakes.

1. The Lake and Dam Committee shall be operated under the authority of the Architectural Committee.
2. Establish Lake/Dam Committee by recruiting members from LLCC Sub-Divisions concerning maintenance and activities of the Lakes, Inlets, and Dams.
3. Schedule monthly meetings to include: committee members, guests, and invite guest speakers concerning the Lake/Dam, for continued community awareness.
4. The Recording Secretary will prepare minutes for the meeting and the Chairperson will review the minutes. Copies are to be made for the Board of Trustees to review, prior to their monthly meeting.
5. Representation at Town Meetings, Special Meetings, Board of Trustee Meetings, by Chairperson or an appointed committee member, and for introducing Lake/Dam activities.
6. Develop an ongoing coordination with all the committees to keep an open communication to the LLCC members.
7. Coordinate with the General Manager to review Lake/Dam maintenance (i.e. weed control, dam valve, lake parks, public docks and boat launch areas, etc.)
8. Sponsor fundraising activities for improvements to the lake and park facilities.
9. Review:
 - a. Permits for new docks, prior to the Architectural Committee review.
 - b. Lake Restrictions/Regulations and coordinate Lake Patrol activities.
10. Field questions from the community on changes or special requests concerning Lake activities.
11. Schedule community activities (i.e. Opening Day of Fishing Tournament, the Paddle Boat Races and Ski tournaments for Lake Limerick Daze, and the Summer Bash, etc.) and establish a long-range plan.
12. Provide annual capital expenditure requests to the General Manager for the association budget.
13. Meetings:
 - a. The Lake/Dam Committee will meet the first Saturday of each month at 10:30 at the inn.
 - b. All committee members will be expected to attend, as well as the Chairperson, Vice-Chairperson, and the Recording Secretary.
 - c. The Chairperson and Recording Secretary will be responsible for the agenda preparation for each meeting.

The purpose of the Lake and Dam Committee is to act as a planning and advisory agent to the Board of Trustees. This committee is assigned to perform the planning and the implementing of actions in the following areas: Lake regulations; lake water control (dams, spillways, etc.); community parks and boat ramps; lake water quality, events associated with the lakes.

The Architectural Committee

The Architectural Committee operates at the discretion of the Board of Trustees and provides guidance and direction for matters related to the maintenance and development of the Lake Limerick Country Club, Inc. In addition, the Architectural Committee provides guidance to members as they consider various improvements to their property. Prior to considering any improvements, members are required to solicit approval from the committee. Please see the Architectural Guidelines for further information.

The Committee meets monthly, generally the second Saturday of the month, at 9:00 a.m. at the Inn. Current meeting minutes can be found on the meeting [Minutes](#) page.

The following information may be helpful as you consider improvements on your property:

- [Architectural Guidelines](#)
- [Lake Limerick Permit Application](#)
- [County information](#)

Other News and Information

In addition to the community rules, waterfront property owners; i.e., lake and/or stream frontage, must comply with the provisions of the Shoreline Management Act. Waterfront property owners, please remember to contact Mason County before removing trees.

Mason County is responsible for our roads and culverts, please contact them with any questions.

Note: The county requires a permit for repairs and/or replacement of your docks.

Lake Limerick requires permits for temporary structures such as the common metal and canvas carports.

Greens Committee 1st Saturday of every month 9 am

The purpose of this committee is to work with the greens keeper and the Pro Shop manager to help promote all factions of promotions that are scheduled and to try to ensure all daily functions are carried out. To that end they will present to the board new equipment and maintenance needs.

Shirley

From: "Rob Wilson-Hoss" <rob@hctc.com>
To: <sbtoner@hctc.com>
Sent: Tuesday, August 23, 2005 9:55 AM
Subject: RE: Committee Guidelines

Shirley, first the statutes:

24.03.065. Members--Member committees

(1) A corporation may have one or more classes of members or may have no members. If the corporation has one or more classes of members, the designation of the class or classes, the manner of election or appointment and the qualifications and rights of the members of each class must be set forth in the articles of incorporation or the bylaws. Unless otherwise specified in the articles of incorporation or the bylaws, an individual, domestic or foreign profit or nonprofit corporation, a general or limited partnership, an association or other entity may be a member of a corporation. If the corporation has no members, that fact must be set forth in the articles of incorporation or the bylaws. A corporation may issue certificates evidencing membership therein.

(2) A corporation may have one or more member committees. The creation, makeup, authority, and operating procedures of any member committee or committees must be addressed in the corporation's articles of incorporation or bylaws.

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.

So, what we know is the following--

1. "The creation, be addressed in the c. procedures must be in those things:

*write
water,
Dun
Arch*

procedures of any member committee or committees must on or bylaws." I do not interpret this to mean that all of the addressed in the bylaws. In the current draft, we address

COMMITTEES

A. General Committees may be formed at any time by the Board of Directors for such purposes as it may deem necessary. The Board shall adopt a Resolution establishing each such committee, addressing its makeup, authority and operating procedures. The Board of Directors may delegate, pursuant to law, its authority to take action to any committee that is composed entirely of Directors. Except for actions taken pursuant to properly delegated powers, the actions of any committee shall be subject to the ratification or disapproval of the Board of Directors.

I think this has to be enough, because no nonprofit that I am aware of actually addresses all of those things in their bylaws, much less articles of incorporation. Anyway, that's my story and I'm sticking to it. So we (probably) will meet the requirement of the first statute.

2. The second statute says:

a. if the committee is to take action for the association, it must be composed of only board members (you have heard this several times already).

b. such a committee must be created by a resolution adopted by the Board, which spells out the authority the Board gives the committee to act.

So, to answer your question, there are two types of committees, all-Board and others. You have to have the general language in the bylaws, and then a resolution authorizing each committee, regardless of whether they act for the Board. The resolution addresses the makeup, authority and operating procedures. It can incorporate provisions of the general rule you already have, but that rule also should be in a resolution. And before you make it a resolution, we should talk about it (Robert's Rules of Order ?). It is good (I don't remember it. Some of it is obviously my stuff, but I think perhaps much is not. It does have lots of good things in it), but needs some work. (Nice sentence, eh?).

From a theoretical point of view, I think the first statute is for member committees, and the second is just for committees that actually take action for the Board. I have structured the bylaws to mesh with both of them, without adding 10 pages of details about each committee.

From a practical point of view, the next step is to start writing resolutions that say what they need to say. Let me know if you want me to try to work up a model form, but as I said at the meeting, I don't want to show anyone the model until the committees really think anew about their purposes and goals, how they go about them, and their rules. Then with that raw data, we can work out resolutions that are generally similar in form, but responsive to what is actually the case now, as opposed to in 1966. For example, the architectural committee, as I formulated it long ago, had three purposes. It acted on applications, dealt with violations, and proposed new rules to the Board that addressed any recurring problems that were not already covered. If this is still the case, then there should be systems, hopefully comprehensive but simple to follow, that tell it how to flow chart all three, including what steps to take when, by whom, how documented, and so on. Once these are clearly understood, and the committee has a clear understanding of its purpose and goals, and how to achieve them, then we put the resolution together.

Looking at this glass half empty, this sounds like a pain in the glass. Half full, this is an exciting opportunity to get at the core of what the committee does, and make things easier, more direct, and more consistent. Not that the architectural committee is not already all of those things. I just chose it as an example because it is already well run, and I did not want to be suspected of taking shots at any one committee. Really.

Let me know what you think. Rob By the way, the web site is truly an inspiration, an aspiration for my other clients.

-----Original Message-----

From: sbtoner@hctc.com [mailto:sbtoner@hctc.com]

8/23/2005

Lake Limerick Water System
790 E St. Andrews Drive
Shelton, Washington 98584
(360) 426-3581, FAX (360) 426-8922
Water Department (360) 426-4563

Lake Limerick Country Club Inc., Water System(Utility)

The Articles of Incorporation, Covenants, Bylaws created the Water Utility for all owners of the corporation to be shared equally without discrimination, to members in good standing.

The Water Committee (WC) was created by the Board of Trustees (BOT) June 19, 1987, and charged with the responsibility of operation and maintenance of the water system. The water committee is responsible to direct policies, establish budget, disperse funds, for the purpose of maintaining the water system, and is accountable to the BOT for approval of those decisions.

The Water Committee is to be comprised of six members, whom are in good standing with LLCC. Two members are to be elected annually at the April General Membership meeting by the members in good standing. The WC members will serve a three year term.

In order for the Water System to retain its private water system classification, with the Washington State Utilities and Transportation Commission, it is required that the system supply water only to the corporation properties.

All money collected by the Water System are to be used solely for the operation, maintenance and improvement of the system. A reserve fund will be established in anticipation of any system undefined needs. The Water Committee shall establish a yearly budget, set rate charges for water usage, overages, and service connections.

The Water System is licensed by the State of Washington Department of Health Division of Drinking Water, ID #44150T. This authority is granted under WAC 246-294.

Water Committee, April 2005