

LAKE CAVANAUGH IMPROVEMENT ASSOCIATION, INC
BYLAWS

ARTICLE I – NAME

The name of this organization is the Lake Cavanaugh Improvement Association, Inc., hereafter referred to as “the Association”. It is a Washington non-profit association.

ARTICLE II – OBJECTIVE

Section 1: To promote a spirit of friendship and cooperation amongst Lake Cavanaugh property owners and residents.

Section 2: To provide for a better understanding of a means for solving problems and achieving goals common to all.

Section 3: To provide a means for mutual protection against any influences considered detrimental to the Lake Community.

ARTICLE III – MEMBERS and VOTING

Section 1: Members defined – “Members” shall be natural persons that own, whether directly or indirectly, one or more tax parcels located in Lake Cavanaugh subdivisions 1, 2, & 3, Cavanaugh Park, Cavanaugh Vistas and Cavanawood subdivisions all situated in Skagit County, Washington or parcels within the boundaries of the Lake Cavanaugh Fire District (hereinafter “Qualified Properties”).

Section 2: Voting – No Member shall have more than one vote regardless of the number of Qualified Properties owned. Where more than one Member jointly owns a Qualified Property, only one vote shall be allocated to those Members.

Section 3: Upon entry to an Association meeting each LCIA Member in good standing (as defined in Article 3, Section 1 & 2 and Article V Section 1 & 4) will receive a yes/no ballot. Said ballot shall be the means by which all votes by the Membership shall be made.

Section 4: A “social membership” shall be available to persons other than as described who wish to participate in Association meetings and all other activities except that these members shall not be allowed to vote.

ARTICLE IV –BOARD OF DIRECTORS

Section 1. General Powers

The business and affairs of the Association shall be managed by or under the direction of the Board of Directors (Board). All Directors shall be voting Members.

Section 2. Number and Tenure

The members of the Board shall be composed of eight Directors. The President, Vice-President, Secretary, and Treasurer of the Association shall serve as ex-officio Members of the Board. The non ex-officio Directors shall serve for a term of two years from January 1st following the date of the election. The non ex-officio Director elections shall occur annually at each September Association meeting. The non ex-officio Director candidates shall be nominated and seconded by voting Members and then be elected by a simple majority of those voting Members present and constituting a quorum.

Section 3. Regular Meetings

Upon ten days Notice to the Directors the Board shall meet. Such meetings shall occur quarterly.

Section 4. Special Meetings.

Special meetings of the Board may be called by or at the request of the President, the Vice-President, the Secretary, the Treasurer, or any two Directors. The person or persons authorized to call special meetings may fix any place for holding any special meeting.

Section 5. Meetings by Telephone

Members of the Board may participate in a meeting by means of teleconference in which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

Section 6. Quorum

A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting.

Section 7. Manner of Acting

The act of the majority of the Directors present at a Board or committee meeting at which there is a quorum shall be the act of the Board or committee.

Section 8. Action by Board without a Meeting

Any action required or permitted to be taken by the Board is effective if all the members of the Board consent thereto in writing; and such writings are filed with the minutes of the Board. Action taken by written consent of Directors without a meeting is effective when the last Director signs the consent.

ARTICLE V - DUES

Section 1: Dues are due and payable on January 1 of each year. Checks may be made out to “Lake Cavanaugh Improvement Association” or to “LCIA”.

Section 2: The amount of annual dues shall be determined by the Members according to the following procedure: If any time, but no more than once per calendar year, the Board determines that an adjustment in the annual dues is desirable, it shall recommend such adjustment to the Members by giving at least ten days Notice to voting Members. The term Notice as used herein shall mean two of the following: by publication in the LCIA newsletter, by email, by posting on the Association website. At the Association meeting following such Notice and having a quorum, as defined herein, the proposed amendment to the annual dues shall be discussed and voted upon. A simple majority of those Members voting and constituting a quorum shall be sufficient to approve the amended annual dues. Such approved amended annual dues shall be effective on the January 1st following the vote.

Section 3: Funds Derived from such dues shall be placed in the general fund of the Association and shall be used for the purpose of meeting current obligations of the Association.. Said funds may not be used for any other purpose except on regular motion and vote of the Members.

Section 4: The payment of dues shall entitle each Member voting rights and a subscription to the Association newsletter.

ARTICLE VI –OFFICERS

Section 1: The officers of the association shall be a President, a Vice-President, a Secretary, and a Treasurer. Only voting Members can serve as officers.

Section 2: No Member shall hold more than one office concurrently.

Section 3: A Member may not serve as President for more than two (2) consecutive terms.

Section 4: All other officers shall serve for a period of one (1) year and may be reelected except as set forth in Section 3 of this Article.

ARTICLE VII – DUTIES OF OFFICERS

Section 1: The President shall preside at all meetings of the Association and of the Board. The President shall appoint the Chairman of each Standing Committee with the exception of the Membership Committee, who shall be the Vice President. The other members of each committee shall be appointed by each committee chairman. The President shall be an ex-officio member of all committees, except the Nomination Committee, and shall be notified in advance of all meetings.

Section 2: The Vice President shall assume and perform the duties of the President in the absence or disability of the President. The Vice President shall be present at all Association and Board meetings. In the event of the resignation or death of the President, the Vice President shall serve as the President for the remainder of the unexpired term. The Vice President shall serve as Chairman of the Membership Committee. The Vice President may delegate this responsibility to another Member. The Vice President shall endeavor to contact all non-member owners of Qualified Properties in an effort to enlarge the membership of the Association.

Section 3: The Secretary shall attend all meetings of the Association and Board and shall record their transactions in the minutes of the meeting. All records are to be maintained in proper order and turned over to the succeeding Secretary. Copies of the minutes are to go to each Board Member and to the permanent file prior to the next meeting. Files shall consist of an Association meeting file, a Board meeting file, and a newsletter file which are to be maintained and added to previous years' files by the secretary.

Section 4: The Treasurer shall be the custodian of the Association funds. The Treasurer shall deposit same in a banking institution in an account in the Association's name and pay bills by check, as authorized under an approved budget. The Treasurer shall report on the Association finances at each general meeting, prepare a complete financial report as of the end of the calendar year, file the Washington State annual corporation report and the appropriate information return with the Internal Revenue Service. Investment of Association funds will be subject to prior approval by the Board. The Treasurer will issue cash receipts upon request. All records must be maintained in proper order and turned over to the succeeding Treasurer. There shall be an annual review of the accounts by the Board, or its designee shall furnish the Membership committee with updated Membership information

Section 5: Budget

The Treasurer shall submit to the Board, prior to the final regular Association meeting of the year, a proposed line item budget identifying anticipated expenses and revenues for the following calendar year. The Board will amend as need be and approve the Budget for submittal to the Membership at the final regular Association meeting. The proposed budget may be approved by a simple majority of the voting Members present and constituting a quorum. If the Members do not approve the budget, then the budget for the current year will be automatically deemed adopted for the succeeding year. After such budget has been adopted, all expenditures by the Association during the applicable calendar year shall be limited to amounts set forth in the budget.

In the event an anticipated expense item exceeds the approved budget by less than \$1,000, or is a critical unbudgeted item of less than \$1,000, the Treasurer will notify, and request approval by the Board before issuing a check in payment for such item.

When a proposal is made by the membership for any expenditure not identified in the budget during the year, or a budgeted expenditure line exceeds the anticipated cost by \$1000 or more of such adopted budget, such proposal or unanticipated expenditure shall be promptly referred to the membership for consideration and approval at the current or next Association meeting.

ARTICLE VIII – STANDING COMMITTEES

Section 1: In January of each year, the President shall appoint a co-chair for the Membership committee, and a chairman for each of the following committees: Building and Grounds, Water Quality, Water Safety, and Newsletter. Each chairman shall function throughout the year they are appointed.

Section 2: The Membership Committee will maintain the membership list including Member names, home and lake addresses, phone numbers and e-mail addresses of those members wishing to provide such information. Such list shall remain for the exclusive use of the Association and shall be included in the LCIA directory when published.

Section 3: The Building and Grounds Committee shall maintain the grounds and buildings owned by the Association and submit to the Board any proposals for improvement and maintenance.

Section 4: The Water Quality Committee shall work with whichever agencies or persons necessary to determine and maintain the quality of the Lake water. Water samples will be taken in a systematic manner and submitted for quality testing. Test results will be made available to all Members upon request.

Section 5: The Water Safety Committee shall endeavor to promote water safety on the Lake as governed by Chapter 9 of the Skagit County Code, in compliance with Washington State law. The Committee shall also be responsible for signage at the public boat ramp.

Section 6: The Newsletter Committee shall be responsible for the periodic preparation and distribution of the Association newsletter.

Section 7: An inactive Committee Chairman may be removed or replaced at the option and discretion of the President.

Section 8: All committees shall limit their activities to the specific purpose for which they are appointed.

ARTICLE IX – ASSOCIATION MEETINGS

Section 1: Regular Association meetings shall be held annually on the Saturday of the Memorial Day weekend, the first Saturday in July, the first Saturday in August, and the Saturday of the Labor Day weekend.

Section 2: A special meeting of the Association may be called by any Officer after Members, Officers and Directors have been duly notified as set forth in Article V, Section 2.

Section 3: No action at any Association meeting may be taken unless there is a quorum of twenty (20) voting Members present.

Section 4: Unless otherwise provided in these Bylaws, passage of any motion requires an affirmative vote of a simple majority of those voting Members present and constituting a quorum

ARTICLE X – ELECTIONS AND VACANCIES

Section 1: At the July meeting the President shall appoint a Nominating Committee of three (3) including, if possible, at least one past President. Any Member interested in running for an office should advise the Nominating Committee of their interest. The Committee will introduce to the Membership at the August and/or September meeting, all interested Members who desire to run for an Officer/Director position. All Members are encouraged to run for office.

Section 2: At the September Association meeting the Officers and Directors shall be elected by a simple majority of voting Members present and constituting a quorum.

Section 3: In the event of more than one candidate for any office the vote shall be by written ballot.

Section 4: All newly elected Officers elected at the last meeting of the year shall take office on the following January 1st.

Section 5. Vacancies

Any vacancy occurring on the Board or of an Officer of the Association may be filled by the affirmative vote of a majority of the remaining Directors. A Director/Officer selected to fill a vacancy shall be selected for the unexpired term of his or her predecessor in office. Only voting Members can serve as Directors or Officers. The Board shall appoint successors to any Officer's or Director's death or inability to serve. Such appointees shall serve until the next election of Officers by the Members.

ARTICLE XI –INSURANCE AND INDEMNIFICATION

Section 1: The Association shall maintain general liability insurance in the amount and according to terms as determined from time-to-time at the discretion of the Board.

Section 2: The Association shall indemnify and defend the Officers and Directors from any and all third party claims arising from or relating to the discharge of their lawful duties.

ARTICLE XII– AMENDMENTS TO THE BYLAWS

Section 1: After a motion to change or amend these Bylaws has been made and seconded at an Association meeting having a quorum present, the Members shall vote at the next succeeding Association meeting so long as Notice as set forth in Article V, Section 2 has been given. This Notice must be provided at least 10 days prior to such meetings and where such notice provides specific amendments being considered for adoption. The proposed amendments shall be adopted by a simple majority of the voting Members present and constituting a quorum.

ARTICLE XIII – RULES OF ORDER

Section 1: The order of business and conduct of all meetings referenced herein shall be according to Robert’s Rules of Order.