

**Bylaws of  
PORT LUDLOW VILLAGE COUNCIL**

**ARTICLE I  
Authority and Governing Rules**

1. Authority. These Bylaws are adopted by the Voting Members of the Port Ludlow Village Council ("PLVC" or "the corporation") pursuant to RCW 24.03.070 and Article IX, Section 1 of the PLVC bylaws as revised in October 2010, and supersede any prior bylaws of PLVC.

2. Rules. The rules contained in *Robert's Rules of Order Newly Revised, In Brief, 2nd Edition* (DaCapo Press, 2011) or *Robert's Rules of Order Newly Revised, 11<sup>th</sup> Edition* (DaCapo Press, 2011) may be used in any instance as guiding principles for any procedures of the PLVC to which such rules may be applicable and are not inconsistent with these Bylaws or the restated Articles of Incorporation.

**ARTICLE II  
Voting Members and Meetings**

1. Voting Members. The Voting Members of PLVC are as set forth in the restated Articles of Incorporation.

2. Location of Meetings of Voting Members. Meetings of Voting Members may be held at such place as may be designated in the notice of the meeting.

3. Annual Meetings. Each year there shall be an Annual Meeting of the Voting Members.

4. Special Meetings. Special meetings of the Voting Members may be called by the President or by the Board of Directors.

5. Notice of Meetings. A written notice stating the time and place of the annual meeting or any special meeting of the Voting Members shall be delivered personally, or electronically transmitted in accordance with RCW 24.03.009, or mailed, postage prepaid, to each Voting Member at his or her address as the same appears in the records of the PLVC, or if no address appears, at the Voting Member's last known place of residence or business, at least ten (10) days and not more than fifty (50) days prior to the meeting. A notice of any special meeting of Voting Members shall also state the purpose(s) of such meeting.

6. Voting. In matters put to a vote at any meeting of the Voting Members, the Voting Members shall have the voting rights specified in the restated Articles of Incorporation. Voting Members may vote in person or by proxy or by written ballot. A written ballot may be returned by mail or by electronic transmission.

7. Quorum. A quorum for the transaction of business shall exist at any annual or special meeting of Voting Members if at least 25% of all eligible Voting Members are present in person or by proxy or by virtue of having voted by mail or electronic transmission.

8. Proxies. Any Voting Member may authorize another person to act as his, her or its proxy for the exercise of voting rights. The Voting Member granting the proxy may revoke a proxy at any time. All proxies shall be in writing signed by the Voting Member granting the proxy and must be delivered to the Secretary of PLVC at or before the meeting or election where the proxy is to be exercised. A written proxy must state the name of the person who is entitled to vote the proxy, the name of the Voting Member giving the proxy, and the address of the real property within the Port Ludlow Master Planned Resort owned by the Voting Member giving the proxy, and must be signed and dated by the person giving the proxy.

9. Adjournment. An annual or special meeting of Voting Members may be adjourned from day to day or to a designated date and time by majority vote of the Voting Members present. No notice of adjournment need be given to absent Voting Members.

### ARTICLE III Directors and Meetings

1. Board of Directors. The business and affairs of PLVC shall be managed and conducted by the Board of Directors and officers. There shall be nine directors of PLVC, seven of whom shall be elected by the Voting Members. In addition, the presidents of the Ludlow Maintenance Commission and the South Bay Community Association, or their designees, shall be directors of PLVC during the term of their presidency. Each director may exercise one vote on any issue before the Board of Directors.

2. Election and Tenure. At each Annual Meeting of Voting Members that occurs in an even numbered year, four directors shall be elected to hold office for two years. At each Annual Meeting of Voting Members that occurs in an odd numbered year, three directors shall be elected to hold office for two years. In the event of a vacancy on the Board of Directors resulting from the death, resignation or incapacity of an elected director, the vacancy may be filled by appointment by the Board of Directors, with the appointed director serving the remainder of the former director's term. Only Voting Members are eligible for election or appointment as a director.

3. Duties. Each director owes the corporation and its Voting Members the duties set forth in RCW 24.03.127. A director having a conflict of interest as to any matter coming before the Board is obligated to disclose the conflict to the Board of Directors prior to voting on that matter, and if he or she does not recuse himself or herself from voting may, by vote of a majority of the other directors, be disqualified from voting on that matter.

4. Location of Meetings of Board of Directors. Meetings of the Board of Directors may be held at any place within Port Ludlow, and if no suitable place is available in Port Ludlow, then at any place within Jefferson County.

5. Annual Meeting. There shall be an annual meeting of the Board of Directors, at which the directors shall elect officers of the corporation. The annual meeting of the Board of Directors shall follow after the annual meeting of the Voting Members at which directors are elected.

6. Regular Meetings. The Board of Directors shall meet regularly, generally monthly, at a location to be designated. Notice of a regular meeting shall be given at the preceding regular meeting.

7. Special Meetings. The President or 30% or more of the members of the Board of Directors may call a special meeting of the Board of Directors on forty-eight hours' notice. Such notice may be given orally, by telephone, by voice-mail, or by email. The notice shall include the purpose, time and location of the meeting, and shall also be posted on the PLVC website.

8. Executive Session. The Board of Directors may meet in closed session to address or discuss matters of a sensitive or confidential nature, including but not limited to personnel matters or legal issues.

9. Action by Consent without a Meeting. An action which could be taken at any meeting of the Board of Directors may be taken without a formal meeting of the Board, if (i) a reasonable effort has been made to contact all directors about the matter, (ii) the matter has been discussed by the directors in person, by telephone or by email, and (iii) written consent to the action taken is thereafter signed by a majority of the directors.

10. Quorum. A quorum shall exist at any meeting of the Board of Directors if a majority of all directors are present. Every action taken or decision made by a majority of the directors present at a meeting, notice of which was given in accordance with these Bylaws and at which a quorum is present, is a binding act or decision of the Board of Directors.

11. Use of Communications Equipment. Meetings of the Board of Directors may be held by use of telephonic or other electronic equipment, so long as all directors participating in the meeting can hear one another. Each person accepting a position on the Board of Directors agrees that any meeting of the Board may be recorded, with or without specific notice of recording having been given.

12. Adjournment. A majority of the directors present at any meeting of the Board, regardless of whether a quorum is present, may adjourn any meeting of the Board to another time and place.

#### ARTICLE IV Officers

1. Officers. PLVC shall have a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be appointed by the Board of Directors. A person may hold more than one office, provided that the same person may not serve simultaneously as President and Secretary or simultaneously as President and Treasurer. A Voting Member who is not a director may be appointed by the Board of Directors to any office other than President or Vice President.

2. Election and Term of Office. Following each Annual Meeting of Voting Members, the Board of Directors shall elect officers to serve for one year or until their successors are elected, unless any such officer dies, resigns or is removed from office. Any vacancy in an office may be filled by election or appointment by the Board of Directors.

3. Removal from Office. Any officer may be removed from office by a vote of a majority of the directors present at any regular or special meeting of the Board of Directors.

4. Duties of President. The President shall (i) preside at all meetings of Voting Members and at all meetings of the Board of Directors, (ii) appoint chairs for each standing and ad hoc committee, (iii) be a nonvoting ex officio member of each committee, and (iv) with the consent of a majority of the Board, represent PLVC to other persons and entities and have such other powers as shall be given by the Board of Directors.

5. Duties of Vice President. In the event the President is absent or is otherwise unable to act, the Vice President shall have all the powers of the President.

6. Duties of Secretary. The Secretary shall (i) keep minutes at each meeting of the Voting Members and at each regular and special meeting of the Board of Directors (but not at mere workshops where no decisions are made) and shall make the minutes of any meeting available for inspection, on reasonable notice, by any Voting Member, (ii) keep a list of all names and addresses of property owners in Port Ludlow and a list of all Voting Members, and (iii) send to all owners of real property located within the Port Ludlow Master Planned Resort (including but not limited to Voting Members), along with the notice of the Annual Meeting of Voting Members and the agenda for the meeting, a ballot listing all persons running for election as a director.

7. Duties of Treasurer. The Treasurer shall (i) keep and maintain correct accounts of the properties and business transactions of PLVC, including accounts of its liabilities, receipts, disbursements, losses and capital, and shall make the corporation's books of account available for inspection, on reasonable notice, by any Voting Member, (ii) deposit moneys and other assets of PLVC in such banks or other depository institutions, or in such government-guaranteed or other investments, as may be designated by the Board of Directors, (iii) pay obligations of PLVC as directed by the Board of Directors, (iv) render financial statements at each Annual Meeting of Voting Members and at other meetings as directed by the Board, and (v) provide the Board of Directors with monthly statements of income, disbursements, and a statement of the balances in PLVC accounts. The Board of Directors may, if it elects, cause the annual financial statements or other books of account to be audited by a Certified Public Accountant.

#### ARTICLE V Committees

1. Appointment of Committees. The Board of Directors may appoint committees to assist the Board in performing its functions.

2. Committee Members. Directors and Voting Members who are not directors may be appointed as members or chairpersons of a committee. However, each committee shall have at least one member who is a director of PLVC. Each member of a committee shall serve at the pleasure of the Board of Directors, and may resign as a committee member by giving written or email notice of resignation to the President.

3. Reporting by Committees. Each committee shall periodically report on its activities as requested by the Board of Directors.

4. Limitation on Powers of Committees. No committee shall have the power to incur debt, speak for, bind, represent, or take action on behalf of PLVC or its Board of Directors except on prior explicit written consent by a majority vote of the Board.

ARTICLE VI  
Dues, Assessments and User Fees

1. Dues and Assessments. Dues and assessments may be imposed on Voting Members only as provided in the restated Articles of Incorporation.

2. User Fees. The Board of Directors may impose user fees upon those persons, whether or not Voting Members, who make use of PLVC facilities, goods or services. User fees shall have a rational relationship to the goods, services or use made by the person(s) to whom the fees are charged.

ARTICLE VII  
Amendments

These Bylaws may be amended or repealed, and new bylaws may be adopted, by a majority vote of the directors at any meeting of the Board of Directors, or by a majority vote of the Voting Members at any meeting of Voting Members, for which notice of the proposed amendment, repeal or new bylaw has been given to the directors or to Voting Members along with the notice of meeting as set forth above.

CERTIFICATE OF SECRETARY

I certify that the foregoing Bylaws of the Port Ludlow Village Council were duly adopted by the Voting Members of the corporation on 6 October 2016.

  
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PLVC Secretary 14 January 2017