

Lake Marcel Community Club

Resolution 3

Board and Advisory Committees

1. Authority

Whereas the Board of Directors of the Lake Marcel Community Club (“the Board”) is empowered to govern the affairs of the club pursuant to Article V of the Bylaws; and

Whereas Lake Marcel Community Club is a nonprofit corporation subject to the Washington Nonprofit Corporations Act; and

Whereas RCW 24.03A.575 of that act authorizes the Board of nonprofit corporations within the state of Washington to create committees; and

2. Purpose

Whereas the Board desires to create and use committees to:

- Assist the Board by fulfilling various delegated duties. They essentially make volunteer Board members’ lives easier by sharing the burden of community governance.
- Encourage participation from owners. HOA committees allow residents to contribute and give back to the community they live in. They are perfect for owners who want to get involved but cannot fully commit to serving on the Board.
- Provide a great way to introduce potential leaders to the world of HOA management. It can act as a steppingstone for owners who want to have a more significant influence on the community but are apprehensive about a position on the Board.

3. Specifications

Now, therefore, be it resolved that the following powers are hereby recognized by the Board of Directors:

Committees of the Board

- (1) The Board may create one or more Committees of the Board that consist of two or more Directors. A committee of the board shall not include as voting members persons who are not Directors. Any meeting of a Committee of the Board shall require a quorum of at least one of the Directors assigned to that Committee. Any changes to the assignment of Directors to a Committee of the Board shall be requested of the Board by the Committee and shall not be unreasonably denied by the Board.
- (2) Unless either the Washington Nonprofit Corporations Act or the Homeowners Act otherwise provides, the creation of a Committee of the Board and appointment of directors to it shall be approved by a majority of the Directors in office at the time.
- (3) RCW 24.03A.550 through 24.03A.570 apply to both Committees of the Board and their members to the greatest practicable extent.

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- (4) To the extent specified by the board or in the Articles/Declarations or Bylaws, each committee of the Board may exercise the powers of the Board granted through RCW 24.03A.490(2), except as limited by subsection (7) of this section.
- (5) No power of the Board that will have impact on the focus subject matter of any other Committee shall be exercised by a Committee of the Board without the review and written approval of the affected Committee.
- (6) Where the Board has extended autonomy to the Committee, Directors assigned to a Committee of the Board shall, at their discretion on certain issues, be allowed to gather input from the Board to confirm direction.
- (7) A Committee of the Board may not:
 - a. Authorize distributions;
 - b. Adopt, amend, alter, or repeal Articles/Declarations or Bylaws;
 - c. In the case of a membership corporation, approve or propose to members action that must be approved by members under the Articles/Declarations or Bylaws;
 - d. Elect, appoint, or remove any member of any committee of the board or any director or officer of the corporation;
 - e. Amend the Articles/Declarations;
 - f. Adopt a plan of merger with another corporation;
 - g. Adopt a plan of domestication, for-profit conversion, or entity conversion;
 - h. Authorize 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;
 - i. Authorize the voluntary dissolution of the corporation or revoke proceedings therefor;
 - j. Adopt a plan for the distribution of the assets of the corporation; or
 - k. Amend, alter, or repeal any resolution of the board, unless the resolution provides by its terms that it may be amended, altered, or repealed by a committee.
- (8) The creation of, delegation of authority to, or action by a Committee of the Board does not alone constitute compliance by a director with the standards of conduct described in RCW 24.03A.495.
- (9) Each Committee of the Board shall be created through a Resolution of the Board that
 - a. States its name;
 - b. States that it is a Committee of the Board;
 - c. Names the Directors assigned to the Committee;
 - d. States what Powers of the Board are being delegated to the Committee along with any limitations on that delegation;
 - e. Specifies any exceptions, as appropriate;
 - f. States whether the Committee is to exist indefinitely or, if not, specifies what will cause the Committee to cease; and
 - g. Clearly states the nature of the Committee.

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- (10) Committees of the Board shall name their own Chairperson who shall not be required to be one of the Directors assigned to the Committee.
- (11) Committees of the Board are Required to keep minutes which will be kept with the minutes of Board Meetings.

Advisory Committees

- (12) The Board may create one or more Advisory Committees whose members need not be Directors or meet the qualification requirements for Directors. The Board shall not delegate any of its authority to an Advisory Committee. An Advisory Committee:
 - (a) Is not a Committee of the Board; and
 - (b) May not exercise any of the powers of the Board.
- (13) Advisory Committees shall be created through a Resolution of the Board that
 - a. States its name;
 - b. States that it is an Advisory Committee;
 - c. States whether the Committee is to exist indefinitely or, if not, specifies what will cause the Committee to cease; and
 - d. Clearly states the nature of the Committee and how the Board expects the Committee to advise the Board.

4. Scope and Intent

This resolution shall remain in effect until otherwise rescinded, modified, or amended by the number of directors required by the Articles/Declarations or Bylaws to take action under RCW **24.03A.565**.