

Lake Marcel Community Club

Resolution 4

Governing Documents Committee

1. Authority

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

Whereas the Board recognized the power to create Committees of the Board granted by the Washington Nonprofit Corporations Act in Resolution #3 ('Board and Advisory Committees') dated April 19th, 2022; and

2. Purpose

Whereas the Board desires to create a committee to assist the Board in the maintenance of LMCC's Governing Documents;

3. Specifications

Now, therefore, be it resolved that the following Committee is created:

Committee Name: Governing Documents Committee ("Committee")

Committee Type: Committee of the Board

Director Members: Michael McClary, Rick DeBlock

Delegated Board Powers:

- (1) Periodic review of existing Governing Documents;
- (2) Monitoring of Federal and State statutes affecting LMCC;
- (3) Draft proposals for appropriate amendments to the Articles/Declarations, Covenants and Bylaws to be submitted to the Board and then to the Membership for approval;
- (4) Adopt, amend, alter, and repeal Rules & Regulations, Architectural Control Committee Guidelines and other documents used for the Governance of the Club (other than the Articles/Declarations, Covenants and Bylaws) as they see fit.
 - a. The Committee must provide the Board with a minimum period of review up to the second regularly scheduled board meeting to have a Committee presentation of the proposed amendment to the Board for their consideration at a regular or special meeting of the Board.
 - b. The Board, by a majority vote of all Directors in office at the time, may require the Committee to abandon the proposed amendment(s) outright or send it back to Committee for amendment or further work, in which case, the Board may require another minimum period of review up to the second regularly scheduled board meeting after this point for the Board's further consideration.
 - c. If the Board does not avail themselves of the opportunity for a presentation as called for in subsection 3(4a) of this Resolution or does not require the

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Committee to reject or amend the proposed amendment(s) as allowed in subsection 3(4b) of this Resolution, the Committee must consider any comments by a Director but is not required to adopt them;

- (5) No power of the Board that would have an impact on the focus subject matter of any other Committee shall be exercised by this Committee without the review and written approval of the affected Committee; and
- (6) Upon any change(s) to one or more Governing Documents, prepare an update to the compilation of Governing Documents that is posted on the LMCC website and coordinate the Notice to LMCC membership.
- (7) Upon request of the Board, the Committee shall provide a report on any changes at the next regularly scheduled Board meeting (including if there have been no changes)

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](#).