

BIRCH BAY VILLAGE COMMUNITY CLUB, INC.

ADMINISTRATIVE RESOLUTION NO. 1-06-28-00

PURPOSE: TO ESTABLISH BOOK OF RESOLUTIONS

WHEREAS, Section 6.6 of the Bylaws recommends that the Secretary of the Club “maintain a separate Book of Resolutions containing copies of resolutions of the Board intended to have ongoing or permanent effect”; and

WHEREAS, Section 8.4.2(d) of the Bylaws requires the Secretary to maintain the separate Book of Resolutions among the Club’s permanent records; and

WHEREAS, it is the intent of the Board of Directors to cause such a Book of Resolutions to be kept in addition to the customary Minute Book, and to define and organize the contents of such Book; now, therefore,

BE IT RESOLVED

1. That the Club, through its Secretary, shall create and maintain a Book of Resolutions which shall be an orderly and indexed record of the Rules and Regulations of the Club and of the resolutions that are adopted by the Board or by the Members. The Book shall be indexed by category; specifically Policy Resolutions, Administrative Resolutions, Special Resolutions and General Resolutions, as described below:

I. BOOK FORMAT – TYPES OF RESOLUTIONS.

The Book of Resolutions shall be composed of a table of contents and four main sections: Policy Resolutions; Administrative Resolutions; Special Resolutions; and General Resolutions. Such resolutions shall be arranged in each section in chronological order based upon the number sequence and respective dates of their adoption. Following the last section of the Book of Resolutions there shall appear an index by category that shows the chronological sequence, date of adoption and purpose topic.

A. “Policy Resolutions” shall mean and refer to resolutions adopted by the Board of Directors or Club which specifically relate to the long-term governance of the Club, including but not limited to actions affecting Owners’ property rights, actions affecting Owners’ obligations to the Club, and protection of the equity of the Club and Owners. Common examples of Policy Resolutions are resolutions approving amendments to the Declaration of Covenants, the Articles of Incorporation or Bylaws of the Club, or resolutions adopting or amending Rules and Regulations. The original copies of all Policy Resolutions shall be place in chronological sequence in Part I of the Book or Resolutions and copies thereof shall be attached to the Minutes of the meeting at which they were adopted. Resolutions adopting or amending Rules and Regulations shall be tied to the committee’s designation.

B. "Administrative Resolutions" shall mean and refer to those resolutions adopted by the Board, with respect to the internal operation and structure of the Club, including but not limited to: financial procedures, the establishment of or designations of members or duties of Committees, establishing specific tasks for Officers of the Club, and the like. The original copies of all Administrative Resolutions shall be placed in chronological sequence in Part II of the Book of Resolutions and copies thereof shall be attached to the Minutes of the meeting at which they were adopted. Reference the Club's four digit financial codes where applicable.

C. "Special Resolutions" shall include those resolutions adopted by the Board of Directors or Club, which determine issues of compliance by an Owner with the provisions of the Homeowners Association Act or the Governing Documents; such resolutions include those which impose a fine against an Owner, which suspend any Owner's rights or privileges in the Club, which refer such questions to the Club's attorneys, or which deal with similar or related matters. The original copies of all Special Resolutions shall be placed in chronological sequence in Part III of the Book of Resolutions and shall be attached to the Minutes of the meeting at which they were adopted.

D. "General Resolutions" shall mean and refer to those resolutions adopted by the Board which relate to specific expenditures, single task actions and other such general matters of the Board which have no continuing, far-reaching or precedent-setting implications. The original copies of all General Resolutions shall be placed in chronological sequence in Part IV of the Book of Resolutions and copies thereof shall be attached to the Minutes of the meeting at which they were adopted.

II. DEFINITIONS.

This Book of Resolutions shall incorporate by reference all definitions contained in the Homeowners Association Act and the Governing Documents. The terms defined below are also used in the Book of Resolutions, and shall be deemed to be incorporated into all further Resolutions adopted by the Board or the Club membership:

A. "Club" refers to Birch Bay Village Community Club, Inc.

B. "Board" refers to the Board of Directors.

C. "Governing Documents" shall refer to the Declaration of the Covenants, the Articles of Incorporation and Bylaws of the Club and the Book of Resolutions collectively, as the same may from time to time be amended or changed by a Policy Resolution of the Board of Directors.

D. "Homeowners Association Act" or "Act" shall refer to RCW 64.38, et seq.

E. "Owner or "Owners," as the context may require, shall refer to Unit Owners, members of their families, their guests, tenants, employees and invitees.

III. FORMAT OF RESOLUTIONS.

The format of resolutions adopted at a duly constituted meeting of the Board or Club at which a quorum was present shall generally conform to the format set out on the attached Exhibit A.

IV. SECRETARY RESPONSIBLE FOR MAINTENANCE.

The Secretary shall be responsible for maintaining the Book of Resolutions, and or providing to the Owners appropriate and prompt notice of any additions or changes.

V. INSPECTION.

The Book of Resolutions shall remain the property of the Club, but shall be made reasonably available for examination and copying by the Club's Manager at the Office, to any Owner or the Owner's authorized agents, or a representative of any of the project's Mortgagees upon request, during normal business hours. The Club may impose and collect a reasonable charge for copies and any reasonable costs incurred by the Club in providing access to such records. A copy of the Book of Resolutions shall be maintained current and available at Board or Club meeting locations.

VI. CONFLICTS.

Where the Book of Resolutions conflicts with the Act or the Governing Documents, those documents shall prevail, according to the following hierarchy: The Act, the Declaration of the Covenants, the Articles or Incorporation, the Bylaws, and the Book of Resolutions.

VII. METHOD OF ADOPTION.

All resolutions shall contain their date of adoption, along with an indication of whether they were adopted at a Board or Club meeting.

VIII. DURATION.

All Policy Resolutions and Administrative Resolutions shall remain permanently in full force and effect and shall be perpetually maintained among the permanent records of the Club in the Book of Resolutions unless and until specifically modified, repealed or revoked by further resolution of the Board. General Resolutions and Special Resolutions may be purged not earlier than seven years following their adoption.

IX. AMENDMENT.

The Club reserves the right to alter, amend, modify, repeal or revoke any provisions set forth in this Book of Resolutions at any time, by resolution of the Members or the Board of Directors.

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DATE OF ADOPTION:

6/28, 2000

ATTEST:

George L. Palmer
SECRETARY

EXHIBIT A

(Format of resolutions adopted at a duly constituted meeting of the Board or Club at which a quorum was present)

BIRCH BAY VILLAGE COMMUNITY CLUB, INC.
<POLICY/ADMINISTRATIVE/SPECIAL/GENERAL> RESOLUTION NO. ____-00-00-00

PURPOSE: <

WHEREAS, <described facts which give rise to a need for action by the Board of Directors on behalf of the Club>; and

WHEREAS, pursuant to Section < of the <Declaration of Covenants / Bylaws of the Club>, the Board has the authority to <describe action to be taken>.

NOW, THEREFORE, BE IT RESOLVED:

1.

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<The Secretary of the Club is directed to place a copy of this Resolution in the Club's Book of Resolutions, as required by Section 6.6 of the Bylaws of the Club.

DATE OF ADOPTION:

6/28, 2000

ATTEST:

George L. Palmer
SECRETARY

**BIRCH BAY VILLAGE COMMUNITY CLUB
BOARD OF DIRECTORS REGULAR MEETING
JUNE 15, 2000, 7:00 P.M.
AT THE CLUBHOUSE**

MINUTES

ROLL CALL:

Eric Peters, President	Present
Don Clark, Vice President	Present
George Palmer, Secretary	Present
Michael Flittie, Treasurer	Absent
Harry Keen	Present
Mike Kent	Present
Larry Vander Yacht	Present

Also present Meg Grable, General Manager; Cathy Stitt, Office Support Person

CALL TO ORDER:

Meeting was called to order by President Eric Peters at 7:07 P.M.

LOT OWNERS PRESENTATION:

Pat Palmer, Div. 9, Lot 26, thanked Larry Vander Yacht for his efforts to not invoke his personal biases during Cascade Gas discussions.

MINUTES:

Motion made by Harry Keen, and carried, to approve the Minutes of May 18, 2000, as corrected.

By consensus, the minutes of June 2, 2000, were approved.

By consensus, the minutes of June 7, 2000, to be brought forward at the next scheduled meeting.

COMMITTEE REPORTS:

Golf Committee: Jerry Crone noted Golf Committee minutes had been distributed to the Birch Bay Village Community Club (BBVCC) Board of Directors at a previous meeting. Mr. Crone requested that Meg Grable to write a letter to residents adjacent to the south lake – north end, where grass clippings are being disposed of which are adding nutrients to the lake. He requested this practice cease.

Mr. Crone informed the Board of the status of the bridge deck replacement that had been approved by the Board of Directors last year.

Mr. Crone stated the Golf Committee will submit the 2001 budget items to the Board of Directors on August 1, 2000.

Meg Grable referred to item 4 of the Golf Committee minutes regarding the new green that the Golf Committee is proposing and said she was under the impression that the Drainage Committee was to review any additions of fill dirt because of the concern of residences along Cowichan Road. She requested the Drainage Committee review the project.

Jerry Crone indicated the plans would be submitted to the Drainage Committee.

Motion made by Harry Keen, and carried, that the Board of Directors to approve the Golf Committee's recommendation to consider rebuilding a new green on number 6.

BlockWatch – Larry McKinney reviewed the BlockWatch statistics.

PRESIDENT'S REPORT:

President Eric Peters reported on the following:

- Meeting etiquette
- ACC Committee Variances
- Committee Liaisons
- Board Resolutions
- Requested approval on the appointment of a Marina Rules and Regulations rewrite committee
- B&O taxes and club insurance concerns

Motion made by Don Clark, and carried, that George Palmer take charge of a project to categorize and establish a numbering system for all old and new Board resolutions. Included in the project is to make recommendations on existing resolutions that may be outdated, need to be revised or to list any needed.

Motion made by Mike Kent, and carried, to appoint a committee to rewrite the Marina Rules and Regulations; members to include, Jack Vanett (Chair), John Myers, Jerry Chambers, Matt Bennett and Larry Vander Yacht (Board liaison). Craig Swanson and Meg Grable to be resource people for the committee and George Palmer to assist on format of R&Rs.

Motion made by Mike Kent, and carried, that Eric and Meg identify which committees will need to be placed under the "umbrella" of a "nonprofit" charter and forward that information to Hugh Lewis.

Board meeting scheduled for June 28, 2000, 7:00 p.m., for the purpose of reviewing the budget and proposed Administrative Resolution to establish a Book of Resolutions.

MANAGER'S REPORT:

- Marina Playground
- Dredging of the Marina
- Chemical Treatment of the Lakes
- Salish Culvert
- Skeena Way Road Edge and Ditching
- Evancic Case

Motion made by Don Clark, and carried, that the Evancic parking situation be brought up for the purpose of discussion. Reference: Parking, Div. 12M, Lot 37, 8253 Skeena Way, Roman Evancic, October 21, 1999 BBVCC Board Meeting

Mike Kent informed Board Members that a previous attorney for the BBVCC, has a lot of BBVCC's previous records in storage. The attorney had indicated that time permitting, he is willing to provide the records to the BBVCC.

Harry Keen noted that when lots were first sold in the Village, there were many verbal agreements.

Amendment made by Mike Kent, to the previous motion made by Don Clark, and carried, that he be granted permission to contact Attorney Hugh Lewis for the purpose of explaining the situation, and Mr. Lewis could then contact Mr. Langaber to begin clarification of the situation dealing with the Evancic parking.

Eric Peters clarified the information would be gathered to decide whether a case should be considered.

Meg Grable continued with her Manager's Report:

- **Nicon Garage**

Hugh Lewis would be writing Mr. Nicon urging him to either proceed with his garage or remove what is there and the BBVCC would be keeping his bond.

- **Large vehicles in the BBVCC**

Hugh Lewis would be investigating other organizations to see how they handle large vehicles and to what extent the BBVCC Board of Directors may want to go in writing a ruling to cover large vehicles.

- **Correspondence to Jerry and Joan Sandmann**

No response as to whether they have legal evidence entitling them to a height variance from previous Village dealings.

- **Tiger teeth at the exit gate.**

Gateway Controls has stated tiger teeth are to be crossed at approximately 5 mph.

Motion made by Mike Kent, for the purpose of discussion, to put a stop sign in front of the tiger teeth.

Meg Grable informed the Board that Gateway Controls requested either a stop sign or speed bump be placed in front of the tiger teeth. The warranty wouldn't be in effect on the teeth unless something is done.

Motion amended by Mike Kent, and carried, to insert a 5 mph sign in the vicinity of the teeth.

- **Meg Grable recommended Internet service be provided to the BBVCC Office at an approximate cost of \$20 per month.**

Motion made by Mike Kent, and carried, that Meg is to investigate the feasibility of AT&T high speed Internet service.

- **Horizon Bank CD**

Motion made by Don Clark, and carried, that on the maturity date of current CD in Horizon Bank, June 22, 2000, Meg Grable take the funds and transfer them to the BBVCC Merrell Lynch Reserve Account."

Mike: I'd like to offer a friendly amendment – Don, that entertains adding to your motion that while so doing that we inquire with Merrell Lynch as to whether we're best suited to the money market or to or any other secure conservative opportunity.

- **Budget versus Actual**

OLD BUSINESS:

Cascade Natural Gas

Mike Kent read June 14, 2000, letter that replaced the June 13, 2000 letter, from Cascade Natural Gas, stating their anticipated start time for the construction of the mains is September, 2000, and is dependent on the timeline of the issuance of shoreline permits. The starting time was moved up from the spring of 2000. Eric Peters discussed the need for a contract from Cascade Gas and a timeline of two weeks so that it can be reviewed by the BBVCC attorney. Other concerns were discussed.

Meg to write letter to Cascade Gas requesting contract.

Motion made by Harry Keen, and carried, that Don Clark and Mike Kent be allowed to make requests to Meg and Cascade Gas in order to obtain all the necessary information up to signing the contact.

CITATION APPEAL:

Motion made by George Palmer, and carried, that the fine for ticket 2333, issued July 7, 1999, be maintained at the original \$50 in lieu of the \$100, no entry. Harry Keen abstained.

Letter from George Palmer regarding Marina Ramps Gate Security.

By consensus, the issue would be tabled until the next regular Board of Directors Meeting. Eric Peters to check with Fire Chief of District 13 regarding the code for locking fuel facilities. Meg Grable to check with BBVCC's insurance company regarding liability with gates versus unlocked gates.

NEW BUSINESS:

- **Fence/Marina Playground – Observe activities for fence need.**
- **Security - Noise complaint at residence on Nakat Way**
- **Wilson Engineering – Corrected map. Craig Swanson to request additional information.**
- **Whatcom Builders quote regarding paving of parking lots – verbal quote \$20,000 to oversee and design the project and approximately \$60,000 to lay the asphalt.**
- **BBVCC Book of Resolutions – George Palmer presented format provided by Hugh Lewis 4/27/99.**
- **Bulletin – To be added to the June 28, 2000, Board of Directors Special Meeting agenda.**

ADJOURNMENT:

Motion made by Harry Keen, and carried, to adjourn. Meeting adjourned at 9:41 p.m.