BYLAWS OF
LAKE ROESIGER WATERSPORTS ASSOCIATION

A Washington Nonprofit Corporation • Board-adoption draft

ARTICLE I — NAME, PURPOSE AND OFFICES

Section 1. Name. The name of the corporation is Lake Roesiger Watersports Association (the "Association" or "LRWA").

Section 2. Mission. The Lake Roesiger Watersports Association (LRWA) is an independent, community-led organization representing residents, property owners, recreational boaters, wakesurfers, and other watersports enthusiasts. Our mission is to provide a credible, organized voice for responsible recreation, fair lake regulations, and community involvement.

Section 3. Activities. In furtherance of its mission, the Association may educate the public, encourage safe and responsible watersports, support lake stewardship, engage with government and community stakeholders, review and comment on proposed rules, and conduct other lawful nonprofit activities. It shall operate in accordance with its Articles of Incorporation and applicable law.

Section 4. Principal office. The Association shall maintain a principal office at a location determined by the Board of Directors. Its registered agent and registered office shall be maintained as required by Washington law.

ARTICLE II — VOTING MEMBERSHIP

Section 1. Voting members. The Association shall have one class of statutory voting members. Any individual age 18 or older who supports the mission may apply for membership. Membership begins upon acceptance of an application by the Board or its designee and payment of any dues established by the Board. The Articles of Incorporation must authorize members.

Section 2. Voting rights and membership records. Each member in good standing has one vote on election and removal of directors, amendments requiring member approval, and other matters reserved to members by law or these bylaws. Membership is personal and nontransferable. The Secretary shall maintain a current member list. Members are not personally liable for corporate obligations solely because they are members.

Section 6. Member action. Unless a greater vote is required by law or these bylaws, a matter is approved when votes cast in favor exceed votes cast against at a meeting with quorum. Voting by proxy, written ballot, or electronic ballot is allowed only to the extent authorized by the Board and applicable law. The Association shall document results and retain election records.

Section 5. Notice and quorum. The Secretary shall provide notice of membership meetings, including date, time, place or remote access, and special-meeting purposes, within the period required by RCW 24.03A. A quorum is ten percent of the votes entitled to be cast, but no fewer than three voting members, unless applicable law requires otherwise. If fewer than three voting members exist, all voting members constitute a quorum.

Section 4. Annual and special meetings. The Association shall hold an annual meeting of voting members to elect directors and conduct other business. The President or Board may call a special

membership meeting; members may demand one as provided by Washington law. Meetings may be conducted remotely when legally permitted.

Section 3. Dues and termination. The Board may establish reasonable annual dues and a uniform due date. A member may resign by written notice. Membership may be suspended or terminated for nonpayment or conduct materially inconsistent with the mission, only after fair notice and an opportunity to respond consistent with applicable law.

ARTICLE III — BOARD OF DIRECTORS

Section 1. Authority. The affairs of the Association shall be managed under the direction of its Board of Directors (the "Board"), subject to the Articles of Incorporation and Washington law.

Section 2. Number and qualifications. The Board shall consist of three directors, each an individual at least 18 years old who supports the mission. The directors shall also be voting members in good standing. Changes in the number of directors require a bylaw amendment.

Section 3. Terms. The initial directors shall serve until the first annual membership meeting. Thereafter, directors shall be elected by the voting members for one-year terms and serve until their successors are elected and qualified, unless earlier resignation or removal.

Section 4. Election and vacancies. Voting members shall elect directors at the annual membership meeting by a plurality of votes cast for each available seat, unless a different voting standard is required by law. The Board may fill vacancies on an interim basis to the extent permitted by Washington law; a member election shall be held when legally required.

Section 5. Resignation and removal. A director may resign by written notice. Members may remove a director in accordance with RCW 24.03A and the Articles of Incorporation, after legally required notice and opportunity to vote. The Board shall not exercise a member-reserved removal power.

Section 6. Compensation. Directors shall not receive compensation for serving as directors, but may be reimbursed for reasonable documented expenses approved under Association policies. Any other compensation or transaction involving a director must comply with the conflict-of-interest provisions and applicable law.

ARTICLE IV — OFFICERS

Section 1. Officers. The Association shall have a President, Secretary, and Treasurer, elected by the Board. The Board may appoint additional officers if needed. Each officer shall be a director unless the Board determines otherwise in accordance with law. The same person may hold more than one office only when legally permitted; the intended initial arrangement is one officer per director.

Section 2. President. The President shall coordinate Board meetings, oversee implementation of Board decisions, and serve as a principal spokesperson subject to Board direction.

Section 3. Secretary. The Secretary shall keep minutes, maintain corporate records, and provide notices required by these bylaws or law.

Section 4. Treasurer. The Treasurer shall oversee financial records, banking, financial reports, and appropriate controls for Association funds.

Section 5. Officer terms and changes. Officers serve at the pleasure of the Board and may be replaced by Board action consistent with law. An officer's removal from office does not automatically remove that person as a director.

ARTICLE V — BOARD MEETINGS AND ACTION

Section 1. Regular meetings. The Board shall meet at least twice each calendar year at dates and places it determines. Meetings may be held by remote communication as permitted by law.

Section 2. Special meetings. Special meetings may be called by the President or any two directors. Notice shall be given to each director at least two days before a special meeting, unless waived or a different period is required by law. Notice shall state the date, time, and location or remote-access method.

Section 3. Quorum and voting. Two directors constitute a quorum while the Board has three authorized seats. Unless the Articles, these bylaws, or law require otherwise, an action is approved by the affirmative vote of a majority of directors present at a meeting with a quorum. A director with a conflict shall follow Article VII and applicable law.

Section 4. Action without meeting. The Board may act without a meeting only by unanimous written consent of all directors then in office, documented and retained with corporate records, or as otherwise permitted by Washington law.

Section 5. Minutes. The Secretary shall maintain minutes or written consents recording material Board decisions.

ARTICLE VI — FINANCES AND RECORDS

Section 1. Funds. All funds and property shall be used to further the Association's nonprofit purposes and shall not be distributed for the private benefit of directors or supporters, except lawful reasonable compensation or reimbursement for services and expenses.

Section 2. Financial oversight. The Board shall approve an annual budget or spending plan and establish reasonable authorization procedures. The Treasurer shall provide a financial report at least annually. The Board shall authorize bank accounts and designate signers by resolution.

Section 3. Records and filings. The Association shall maintain its Articles, bylaws, minutes, financial records, and other records required by law, and shall make required state and federal filings. The fiscal year shall be the calendar year unless changed by Board resolution.

ARTICLE VII — CONFLICTS OF INTEREST

A director or officer shall promptly disclose any actual or potential financial or personal conflict relating to an Association decision. The interested person shall not vote on the transaction and shall not participate in deliberations except to provide requested facts. Disinterested directors shall determine whether the transaction is fair, reasonable, and in the Association's interests, subject to applicable law. The disclosure and decision shall be documented in the minutes. If no disinterested quorum is available, the Board shall obtain legal advice before acting.

ARTICLE VIII — INDEMNIFICATION

The Association may indemnify directors and officers to the extent authorized by Washington law and the Articles of Incorporation. Nothing in these bylaws requires indemnification that is prohibited by law.

ARTICLE IX — AMENDMENTS

The Board may propose amendments to these bylaws by a vote of at least two directors. Amendments affecting member rights or otherwise requiring member approval shall be submitted to the voting members with legally sufficient notice and approved under the applicable voting standard in RCW 24.03A. Other amendments may be adopted by the Board to the extent permitted by law and the Articles of Incorporation.

ARTICLE X — DISSOLUTION

Upon dissolution, and after payment of liabilities, remaining assets shall be distributed for lawful nonprofit purposes in accordance with the Articles of Incorporation, any applicable federal tax-exemption requirements, and Washington law. No remaining assets shall be distributed to directors or supporters in their individual capacities.

ADOPTION CERTIFICATE

These bylaws were adopted by the Board of Directors of Lake Roesiger Watersports Association on _____, 20____, and are effective on that date, following incorporation.

President: _____ Date: _____

Secretary: _____ Date: _____

Treasurer: _____ Date: _____

NOTE

These bylaws are an internal governance document adopted and retained with Association records. The Articles of Incorporation must authorize statutory voting members and be consistent with these bylaws. This draft should be reviewed for compliance with RCW 24.03A before adoption.