

IRISH BEACH IMPROVEMENT CLUB

BYLAWS

(Amended and Restated July 28, 2018)

Article I

Principal Office

The principal office of the Irish Beach Improvement Club (herein after "IBIC") is hereby fixed and located at Irish Beach, Manchester, California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the County of Mendocino. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment of these Bylaws.

Article II

Members

Section I: Eligibility of Membership

Owners of real property within the boundaries of the Mendocino Coast Properties, known as Irish Beach, whose properties have been accepted by the Irish Beach Water District are eligible for membership in IBIC.

Section II: Qualification and Admission of Membership

Members shall be eligible property owners who become members upon payment of the initiation fee and dues as fixed by the Board of Directors. Members in good standing are entitled to all rights and privileges of such membership, including the right to vote, hold office and participate in any and all activities and projects of IBIC. Membership is renewable on an annual basis through the secretary-treasurer of IBIC.

Section III: Commencement and Termination of Membership

Paragraph A: Membership for eligible members shall commence with the payment of the initiation fee and dues.

Paragraph B: Membership shall terminate when dues are not paid or when a member otherwise fails to maintain their membership in good standing.

Paragraph C: All rights of a member shall cease upon termination of his membership. Upon termination of membership, all property of IBIC held and/or possessed by such former member shall be returned to IBIC subject only to the right of transfer of membership described in Article II, Section IV.

Paragraph D: A member shall not be entitled to a refund of dues or fees upon termination of membership.

Section IV: Transfer of Membership

Upon termination of a membership, the former member or his/her estate, shall be entitled to transfer the membership to the successor owners. Transfer includes the benefit of dues, initiation fee and/or assessments actually paid for in the year during which the termination occurs.

Section V: Dues

Paragraph A: Dues and Initiation Fees shall be set annually by the Board of Directors at its January Board meeting with any change in dues not to exceed 20% of the previous year's dues without membership approval. Dues and Initiation Fees shall be announced to the membership no later than the end of February for the membership year beginning April 1.

Paragraph B: Memberships are on a per property basis; i.e., whether unimproved or improved property. Multiple memberships may be obtained, subject to the payment of appropriate initiation fees and dues for each property owned.

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Section VI: Meetings and Members

- Paragraph A: Annual meetings of the members shall be held at 1:00 P.M. on the first Saturday of May each year at a place determined by the IBIC Board of Directors. Notice of meetings shall be given each member not less than Ten (10) days before such meeting by mailing a copy of such notice to the address of the member as it appears on the IBIC membership roster. The Board of Directors may reschedule the date of the annual membership meeting to another Saturday in May in order to resolve conflicts that would result in significantly less opportunity for member attendance.
- Paragraph B: Special meetings of the members for any purpose may be called at any time by the President of IBIC, any three Board members or any five memberships. Notice of meetings shall be given in accordance with that for the annual meeting, except that notice shall be 30 days in advance of the meeting.
- Paragraph C: No person who has been, is now, or later becomes a member of IBIC shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of IBIC shall look only to the assets of IBIC for payment.

Section VII: Voting

Each membership in IBIC is entitled to one vote. Votes may be cast in person or by proxy.

Section VIII: Quorum

The presence in person or by proxy of one-tenth (1/10) of the IBIC membership shall constitute a quorum for the transaction of business at any meeting or special meeting where notice of the meeting under Section VI has been given.

Article III Directors

Section I: Number and Qualification

- Paragraph A: Any member of IBIC in good standing may serve as Director. The Board of Directors shall consist of seven (7) members. Any Director whose membership in IBIC is terminated for any reason shall thereupon cease to serve as a Director and a vacancy in the Board shall thereby be created.
- Paragraph B: Each Director shall serve for a two year term with the terms set so that three (3) Directors are elected on odd numbered years and four (4) Directors are elected on even numbered years. Directors can be elected to more than one two-year term.

Section II: Election

Directors shall be elected at each annual meeting of members, but if such annual meeting is not held or Directors are not elected there, the Directors may be elected at any special meeting of members held for that purpose. An announcement of open Director positions and call for nominations shall be at least four weeks prior to any meeting at which elections are to be held. The Board of Directors by majority vote may make nominations to elect or re-elect Directors to open positions and nominations from the floor will be accepted, with the consent of the nominee.

Section III: Meetings

- Paragraph A: Meetings of the Board of Directors shall be called and held at a minimum of quarterly in January, April, July and October. All IBIC Board of Directors meetings shall be announced to the membership no less than 5 days prior to the meeting, by posting in a public place within Irish Beach and on appropriate electronic media. Board of Directors meetings shall be open to the members. All business of the IBIC Board of Directors shall be conducted at Board meetings.

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Meeting minutes shall be prepared for all Board meetings. Draft meeting minutes shall be available upon request to any member within 30 days of the meeting and within 30 days of approval. Approved meeting minutes will be published on appropriate electronic media within 30 days of approval. Approval of Board of Directors meeting minutes shall be no later than the next meeting of the Board.

Posting or publishing to electronic media can include an IBIC Web site, a Facebook Page, NextDoor posting, or any other appropriate format. Electronic media may also include but not be limited to transmittal via email, text message, or twitter posting.

- Paragraph B: Any action by the Board of Directors may be taken without a meeting upon approval in writing of all the Directors. Such action shall be filed with the minutes of the proceedings of the Board.
- Paragraph C: The Board of Directors may meet in executive session closed to the membership, either in person or by telephone, for any item of business that a majority of the duly acting members of the Board of Directors deem appropriate to private discussion. Subjects for discussion will be limited to time sensitive items, personnel issues, potential insurance claims or potential or pending litigation.

Section IV: Vacancies

Any vacancies of the Board of Directors shall be filled through appointment by a majority of the Directors remaining or by the sole remaining Director.

Section V: Quorum

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present, shall be regarded as an act of the Board of Directors.

Section VI: Fees and Compensation

Directors shall receive no compensation for their service, but may receive such reimbursement for expenses as may be fixed by resolution of the Board.

Section VII: Employment and Contracting

The Board of Directors shall employ / contract persons to carry out the following functions on behalf of IBIC:

- A: A secretary / bookkeeper
- B: A maintenance person
- C: Such other personnel which from time to time may be necessary to carry out the functions and / or maintenance of IBIC and its facilities.

Section VIII: Committees

Paragraph A: The Board of Directors may, from time to time and at its sole discretion and by a majority vote, establish committees and assign to such committees any matter under its jurisdiction.

Paragraph B: Any member in good standing may serve as a committee chairperson. Committee chairpersons are appointed by a majority vote of the Board of Directors and such appointments may be renewed annually indefinitely. The committee chairperson selects the members of the committee. The chairperson is responsible for conducting committee business in accordance with the limits and authorities granted by the Board of Directors and for periodically reporting to the Board of Directors regarding activities assigned by the Board.

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Paragraph C: Committee meeting minutes, unless otherwise specified, are not required. If a Committee chooses to prepare meeting minutes, such meeting minutes will be appended to the next scheduled Board of Director's meeting minutes.

Paragraph D: The Board of Directors shall establish an Irish Beach Architectural Design Committee.

- All members of the Architectural Design Committee shall be members in good standing and be individually appointed by the Board of Directors annually.
- The Architectural Design Committee shall establish a set of Irish Beach Architectural Design Guidelines and Building Procedures. The Architectural Design Committee may use a variety of sources, including, but not limited to the various Irish Beach subdivision CC&Rs, the California Coastal Development Act, Mendocino County Building Standards, or other sources, at its own discretion.
- All decisions of the Architectural Design Committee shall be recorded in meeting minutes and reported to the Board of Directors.

Section IX: Liability of Members of the Board

No member of the Board shall be personally liable to any owner, guest, committee, or to any other person including Grantor (Developer), for any error or omission of IBIC, its representatives and employees, or Board appointed committee; provided, however, that such member has, with actual knowledge possessed, acted in good faith.

Section X: Policies & Procedures

The Board of Directors may, from time to time and at its sole discretion and by a majority vote, establish policies and procedures pertaining to any matter under its jurisdiction. Such policies and procedures will be know as IBIC Policies and shall be made available to any member upon request. IBIC Policies shall not be in violation of any local, California State or Federal statutes. In the event of a conflict between the provisions of said IBIC Policies and these Bylaws, the provisions of the Bylaws shall prevail. Once established, the IBIC Policies have the same force and effect of these Bylaws.

Article IV Officers

Section I: Officers

IBIC officers shall be a President, Vice-President, a Secretary, and a Treasurer. There may also be other officers as may be appointed by the Board of Directors.

Section II: Election

The officers shall be chosen annually from and by the Board of Directors at the first meeting upon conclusion of the annual meeting. Each shall hold office until he/she shall resign, be removed or otherwise disqualified to serve, or a successor shall be elected and qualify.

Section III: Removal and Resignation

Any officer may resign or be removed with cause by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors or by the President until such appointment by the Board of Directors.

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Section IV: Powers

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of IBIC and such authority may be general or confined to specific instances; and, unless so authorized by its Board of Directors, no officer, agent, or other person shall have any power or authority to bind IBIC by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section V: Officers

President

The President shall be the executive officer of IBIC and subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of IBIC. The President shall preside at all meetings of members and meetings of the Board of Directors.

Vice President

The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have the power of, and be subject to the restrictions upon the President.

Secretary

The Secretary shall oversee the duties of IBIC's hired secretary including the following items: Keeping at the principal office of IBIC, a book of minutes of the meetings of Directors and members, with the time and place of holding, how called or authorized, and notice given, the names of those present at Directors meetings, the number of members present or represented at members' meeting, and the proceedings thereof, and shall maintain a roster of all members.

Treasurer

The Treasurer shall oversee IBIC's hired bookkeeper in maintaining adequate and correct books showing accounts of its cash and other assets, if any. Such books of account shall, at reasonable times, be open to inspection by any member or Director.

The Treasurer shall chair the budget committee and present an annual budget to the Board for approval. In addition, the treasurer shall prepare and present at the annual meeting a full statement of IBIC's financial affairs for the past fiscal year.

The Treasurer shall be responsible to see that all monies of IBIC are deposited as designated by the Board of Directors, and shall oversee disbursements of IBIC's funds as may be ordered by the Board of Directors.

Article V Miscellaneous

Section I: Construction and Definitions

Unless the context otherwise required, the general provisions of construction and definition in the California General Nonprofit Corporation Law shall govern the construction of these Bylaws.

Member in Good Standing

IBIC members must continue to be a "member in good standing" to be eligible to enjoy all the privileges of IBIC membership. A member in good standing includes:

- Continued ownership of property within the Irish Beach Water District
- Payment of all current IBIC dues and assessments
- Compliance with applicable IBIC Policies
- Maintenance of their qualifying property in accordance with County of Mendocino requirements, Architectural Design Committee Design Guidelines, and the Irish Beach Subdivision CC&Rs

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Section II: Inspection of Documents

IBIC shall keep in its principal office the original or, copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times, being defined by a five (5) day notice given to the Secretary.

Section III: Rules of Order

The Rules contained in Roberts Rules of Order, revised, shall govern all membership meetings and Directors meetings of IBIC, except in instances of conflict between Rules of Order and the Articles or Bylaws of IBIC or provisions of law.

Article VI
Bylaw Amendments

Section I: Amending Bylaws

New Bylaws may be adopted or these Bylaws can be amended or repealed only by majority of the members, eligible to vote. Such action can be taken at the annual meeting or by a mail referendum. A mail referendum shall be held within thirty (30) days if requested by a majority vote of the Board of Directors or by thirty percent (30%) or more of the voting members. Any fees incurred by IBIC to do a mail referendum will be at the expense of the voting member(s) requesting such action.

Section II: Review of Bylaws

These Bylaws shall be reviewed every five (5) years by the Board of Directors or appointed committee.

I certify that these Bylaws, as herein presented, are a true copy and restatement of the Bylaws governing the Irish Beach Improvement Club as amended at the:

- April 20, 1985 Annual Meeting
- April 28, 2001 Annual Meeting
- May 6, 2006 Annual Meeting
- May 5, 2007 Annual Meeting
- July 28, 2018 Board of Director's Meeting per the results of the May 2018 mailed referendum

Date AUG 17 2018

 Dean Wolfe

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Mendocino)
On August 17, 2018 before me, Ashley Estrada, Notary Public,
Date Here Insert Name and Title of the Officer
personally appeared Dean William Wolfe
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Ashley Estrada
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____
Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____

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 Corporate Officer — Title(s): _____
 Partner — Limited General
 Individual Attorney in Fact
 Trustee Guardian or Conservator
 Other: _____
Signer Is Representing: _____