

**Declaration Form  
Glenhaven Board of Directors**

**I, \_\_\_\_\_ do hereby declare that I am a candidate for a position on the  
GLC Board of Directors.**

**Please write a brief statement of your qualifications and why you wish to serve on the Glenhaven  
Lakes Board of Directors.**

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**Signature: \_\_\_\_\_ Date: \_\_\_\_\_**

**Address: \_\_\_\_\_**

**Phone number: \_\_\_\_\_ Email: \_\_\_\_\_**

**Number of years as a GLC property owner: \_\_\_\_\_**

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**Office staff: Current on all Glenhaven financial obligations:    Y    N**

**BOARD OF DIRECTORS TEAM AGREEMENT**

This team agreement describes how we, as Board Members, will work together and treat each other to ensure that we are able to do our jobs effectively and for the benefit of our Community Members.

1. We are conducting our Community's business.
  - ❖ We will not take things personally.
  
2. We will be professional.
  - ❖ We will treat each other and our Community with respect.
  
3. We will maintain strict confidentiality.
  - ❖ Personnel, property or legal issues require this.
  
4. We will contribute to our meetings effectively.
  - ❖ We will come informed and prepared.
  
5. We will make our points concisely.
  - ❖ We will avoid rehashing our views and opinions.
  
6. We will agree to disagree.
  - ❖ Once a decision is made, we agree that we will all honor that decision.
  
7. We will wait our turn to speak.
  - ❖ We will listen without interruption.
  
8. We will respect the will of the Board.

Signature \_\_\_\_\_

Printed Name \_\_\_\_\_ Date \_\_\_\_\_

Below are the portions of our Bylaws that outlines the authority and responsibilities of the Board of Directors. You are encouraged to read the full text of GLC Inc.'s Bylaws, Articles of Incorporation, and Covenants.

## AMENDED AND RESTATED BYLAWS OF GLENHAVEN LAKES CLUB EXHIBIT B

4.4 **Powers Of Association.** Subject to the provisions of the Governing Documents, GLC may, through its Board of Directors:

4.4.1 Adopt and amend bylaws and Rules and Regulations;

4.4.2 Adopt and amend budgets for revenues, expenditures, and reserves, and impose and collect dues, charges and Assessments for Common Expenses from Owners;

4.4.3 Hire and discharge or contract with managers and other employees, agents, and independent contractors, and prescribe their duties;

4.4.4 Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Owners on matters affecting the Community or GLC, but not on behalf of Owners involved in disputes that are not the responsibility of GLC;

4.4.5 Make contracts and incur liabilities;

4.4.6 Regulate the use, maintenance, repair, replacement, and modification of Common Areas and common facilities;

4.4.7 Cause additional improvements to be made as a part of the Common Areas and common facilities;

4.4.8 Acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property;

4.4.9 Grant easements, licenses, and concessions through or over the Common Areas and petition for or consent to the vacation of streets and alleys;

4.4.10 Impose and collect any payments, fees, or charges for the use, rental, or operation of the Common Areas, common facilities and for services provided to Owners;

4.4.11 Impose and collect charges for late payment of dues, charges and Assessments and, after notice and an opportunity to be heard by the Board of Directors or by such representative designated by the Board of Directors and in accordance with such procedures as provided in the Governing Documents, levy reasonable fines in accordance with a previously established schedule thereof adopted by the Board of Directors and furnished to the Owners for violations of the Governing Documents;

4.4.12 Impose and collect reasonable charges for the preparation and recording of amendments to the Governing Documents, or statements of unpaid dues, charges and Assessments;

4.4.13 Provide for the indemnification of its Officers and Board of Directors and maintain Directors' and Officers' liability insurance;

4.4.14 Maintain a water system for the distribution of domestic water to its Members, in accordance with applicable laws and procedures; oversee the distribution of water to the Owners; assure the water distribution system is in compliance with applicable rules, regulations and laws; service, improve, maintain and repair the water distribution system; propose an annual budget for the service, maintenance, repair, improvement and distribution of water; and such other purposes as are periodically prescribed by the Board;

4.4.15 Provide and distribute domestic water to its Members subject to the limitations of water availability, water rights and appropriations granted to GLC, water pressure and the applicable laws, rules and regulations of the state of Washington;

4.4.16 Impose and collect fees and/or charges for water service and related benefits that are provided to the Owners;

4.4.17 Exercise any other powers conferred by the Covenants or Bylaws;

4.4.18 Exercise all other powers that may be exercised in this state by the same type of corporation as GLC; and

4.4.19 Exercise any other powers necessary and proper for the governance and operation of GLC.

## 5) BOARD OF DIRECTORS.

### 5.1 Management by Owners' Board, Qualifications.

5.1.1 Number of Directors. The Board of Directors of the Association shall consist of at least seven members, each of whom shall be elected to a numbered position. At the annual meeting, the current Board of Directors shall recommend to the Association the number of Directors needed to serve for the upcoming calendar year.

5.1.2 Qualifications. **All members of the Board of Directors must be Owners for a minimum of twelve (12) months and who are and remain Members in Good Standing.** The term "Owner" in such context shall be deemed to include any director, officer, partner in, or trustee of any entity which is, either alone or in conjunction with another person or entity, an Owner. Any Officer or Director of GLC who would not be eligible to serve as such if (s)he were not a director, officer, partner in, or trustee of such an entity shall be disqualified from continuing in office if (s)he ceases to have any such affiliation with that entity.

5.1.3 Term. A Director shall serve for a **term of three years**, and until his or her successor is elected. To provide continuity of management, the terms of the Directors shall be staggered so that not less than one-third of the Directors' terms (or no more than one-third plus one when the total number of Directors is not divisible by three), shall terminate in the same year.

**7.1 Authority of the Board.** The Board of Directors shall have **primary responsibility** for maintaining and enforcing compliance with the covenants, conditions and restrictions contained in the Covenants and other Governing Documents. Without limiting the authority and powers conferred upon the Board by the Act, the Board shall have the power and authority specified in this Section of these Bylaws.

**8.1 Management by Board of Directors.**

The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of GLC and may do all such acts and things as are not by the Governing Law or the Governing Documents required to be exercised and done by GLC through a vote of the Owners. **The Board of Directors is charged with the responsibility** for formulating and adopting all policy decisions affecting the Community, and may be regarded for most purposes as the functional equivalent of the town council of a small municipality.

**8.2 General Manager.** The Board of Directors may employ a General Manager for GLC, at a compensation established by the Board of Directors, to perform such duties and services as outlined and authorized by the Board of Directors. The Board of Directors shall have the authority to delegate to such General Manager any of the powers and duties necessary for the administration of the affairs of GLC subject to the following powers and duties which the **Board of Directors cannot delegate**:

8.2.1 those duties that the Governing Law or the Governing Documents require to be exercised and done by GLC through a vote of the Owners;

8.2.2 those powers to amend the Governing Documents or Rules and Regulations;

8.2.3 the power to assess dues, charges and/or Assessments against Owners or determine the manner for doing so;

8.2.4 the power to open bank accounts for GLC or designate the signatories thereon;

8.2.5 the power to borrow money on behalf of GLC; and

8.2.6 the power to acquire any real property or any personal property with a value in excess of Five Hundred Dollars, in the absence of a special resolution of the Board.

**Regardless of any such delegation to a General Manager, the members of the Board of Directors shall not be relieved of responsibilities under the Articles, Covenants and these Bylaws or Washington law.**

8.3.1 Employment of Manager. The Board of Directors may employ a "Managing Agent" or "Manager" (which terms shall be synonymous herein) at a compensation to be established by the Board.

8.3.2 Management Standards. The Board of Directors shall impose appropriate standards of performance upon the Manager.

**GLENHAVEN LAKES CLUB INC.**  
**BOARD OF DIRECTORS**  
**CANDIDATE INFORMATION PACKET**

The purpose of this packet is to provide information to GLC members interested in serving on the Board of Directors (BOD). This packet contains the following:

- ❖ *GLC Board of Directors Responsibilities*
- ❖ *BOD Team Agreement*
- ❖ *GLC Candidate Declaration Form*

In addition to the requirements outlined in our Bylaws, you will also find information on time commitments for those wishing to serve on the Board.

- Board Candidates must be a GLC property owner for at least 12 months at the time of the annual meeting. (Bylaw 5.1.2).
- Board Candidates must be current on all obligations to GLC and maintain that status while serving as a Director. (Bylaw 5.1.2).
- Board Candidates must complete and submit the GLC Declaration Form by the last Friday in December no later than 12:00 pm to be considered a Board Candidate at the next annual meeting.
- Candidate statements will be posted on the GLC website and made available at the GLC administration office.
- Each Candidate will be given three (3) minutes to address the membership at the annual meeting.

The GLC Board of Directors meets on the second Monday of every month at 6 p.m. at the administrative office. The meetings usually last approximately 2 hours. For a Board to be effective, it is important to have all Directors in attendance. In addition, the BOD has quarterly work sessions. The work sessions will last approximately 2 hours. Throughout the year, the Association has 15 activities for GLC members. Directors are encouraged to attend and participate in these activities, if possible.

Prior to each Board meeting, Directors will receive a Board Packet containing an agenda, minutes from the previous meeting, financials and any other information necessary for the upcoming meeting. It is the responsibility of each Director to familiarize him/herself with this information and be prepared to discuss it at the meeting.

The governing documents for Glenhaven Lakes, Inc., consist of the Covenants, the Bylaws, Policies and Resolutions. Directors will need to develop a working knowledge of these documents, and be able to discuss them at meetings when necessary. If elected or appointed to the Board, you will receive a Board Notebook which contains these documents, including the *BOD Code of Conduct*.

These documents are also available for viewing at our GLC website <http://www.glenhavenlakes.com>.

Finally, being on the Board of Directors is a privilege. It requires that the Board work together as a team to accomplish those things that are most beneficial for our organization. We must be accountable and hold ourselves to a high ethical standard.

We thank you for your interest in the GLC Board of Directors.

## GLC BOARD OF DIRECTORS RESPONSIBILITIES

The GLC Board acts as trustee of the organization's assets and ensures that Glenhaven Lakes Club Inc. is well managed and remains fiscally sound. In doing so, Directors must exercise proper oversight of the organization's operations and maintain the legal and ethical accountability of its staff and volunteers.

The main legal responsibilities of a nonprofit board are often summarized in the "three Ds":

- ❖ **Duty of care:** Board Directors are expected to actively participate in organizational planning and decision-making and to make sound and informed judgments.
- ❖ **Duty of loyalty:** When acting on behalf of the organization, Board Directors must put the interests of GLC Inc. before any personal or professional concerns and avoid potential conflicts of interest.
- ❖ **Duty of obedience:** Board Directors must ensure that the organization complies with all applicable federal, state, and local laws and regulations, and that it remains committed to its established mission statement.

In addition to its legal responsibilities, Directors act in a fiduciary role by maintaining oversight of the nonprofit's finances. Board Members must evaluate financial policies, approve annual budgets, and review monthly financial reports to ensure that GLC Inc. has the necessary resources to carry out its mission and remains accountable to its membership. All Directors are expected to conduct Board business with the highest level of integrity and in compliance with GLC's Code of Conduct. While exceptions can be made for illness, unusual, or unforeseen circumstances, Directors are expected to attend all monthly Board meetings and work groups.

Adapted from: <http://grantspace.org/tools/knowledge-base/Nonprofit-Management/Boards/legal-duties-of-the-nonprofit-board>