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BY *Dan Brough*

FEB 4 2 31 PM '91

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## BY-LAWS

## OF

WIND RIVER COMMUNITY WATER ASSOCIATIONARTICLE I:OFFICERS

Section 1. Officers: The Officers of the Corporation shall be a President, a Vice President, and a Secretary/Treasurer. The first President shall hold office for two (2) years, after which time the President shall be elected annually by the Board of Directors, hereafter sometimes referred to as the Board. They shall take office immediately after election.

Section 2. The President: Subject to the direction of the Board of Directors, the President shall be the chief executive officer of the Corporation, and shall perform such other duties as from time to time may be assigned to him by the Board. The President shall be ex officio a member of all committees.

Section 3. The Vice President: The Vice President shall have such power and perform such duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the President, the duties of that officer shall be performed by the Vice President.

Section 4. The Secretary: The Secretary shall keep the minutes of all proceedings of the Board of Directors and of all committees and the minutes of the members' meetings in books provided for that purpose; he shall have custody of the corporate seal and such books and papers as the Board may direct, and he shall, in general, perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors and the President; and he shall also perform such other duties as may be assigned to him by the President or the Board.

Section 5. The Treasurer: The Treasurer shall have the custody of all the receipts, disbursements, funds, and securities of the Corporation and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors and the President. He shall perform such other duties as may be assigned to him from time to time by the Board or the President. If required by the Board, he shall give a bond for the faithful discharge of his duties in such sum as the Board may require.

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Registered	<i>h</i>
Indexed, Dir	<i>h</i>
Indirect	<i>h</i>
Filmed	<i>h</i>
Mailed	<i>h</i>

SHANDRA WILLING  
TREASURER OF SHAMANIA COUNTY

Section 6. Subordinate Officers: The President, with the approval of the Board of Directors, may appoint such other officers and agents as the Board may deem necessary, who shall hold office during the pleasure of the Board, and who shall have such authority and perform such duties as from time to time may be prescribed by the President or by the Board.

## ARTICLE II:

### BOARD OF DIRECTORS

Section 1. Number of Members: The business and affairs of this Corporation shall be managed by a Board of Directors which shall consist of not less than three (3), nor more than five (5) members. The Board of Directors shall consist of members of the Corporation. At the inception of the Corporation, the Board shall consist of five (5) members named in the Articles of Incorporation, and thereafter the number of Directors shall be fixed by the Board.

Section 2. Required Meetings: The Board shall meet for the transaction of business at such place as may be designated from time to time.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by the President or by two (2) members of the Board for any time and place, provided reasonable notice of such meetings shall be given to each member of the Board before the time appointed for such meetings.

Section 4. Quorum: The Directors shall act as a Board, and the individual Directors shall have no power as such. A majority of the Directors for the time being in office shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting although less than a quorum, may adjourn the same from time to time without notice until a quorum be at hand. The act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise provided by law.

Section 5. Order of Business: The Board of Directors may from time to time, determine the order of business at its meeting.

Section 6. Chairman: At all meetings of the Board of Directors, the President, or, in his absence, the Vice President, or in the absence of both, a Chairman chosen by the Directors present, shall preside.

Section 7. Terms of Members of the Board: The first Board

of Directors named in the Articles of Incorporation shall serve for two (2) years. Thereafter, they shall be elected by the members of the Corporation.

Section 8. Annual Report: The Board of Directors after the close of a fiscal year, shall submit to the members of the Corporation a report as to the condition of the Corporation and its property and shall submit also an account of the financial transactions of the past year.

Section 9. Vacancies in Board: Whenever a vacancy in the membership of the Board shall occur, the remaining members of the Board shall have the power, by majority vote, to select a member of the Corporation to serve the unexpired term of the vacancy.

### ARTICLE III:

#### MEETINGS OF MEMBERS

Section 1. Annual Meetings: There shall be an annual meeting of the members of the Corporation at such a place as may be designated by the Board of Directors on the first Sunday in September of each year at 2:00 p.m., for the transaction of such business as may come before the meeting. No notice shall be required for such a meeting.

Section 2. Special Meetings: Special meetings of the members shall be held whenever called by the Board of Directors or by the holders of at least ten (10) memberships. Notice of each special meeting, stating the time, place, and in general terms the purpose or purposes thereof, shall be sent by mail to the last-known address of all members at least ten (10) days prior to the meeting.

Section 3. Proxy: Every member may cast one (1) vote either in person or by proxy, for each lot or living unit in which they hold an interest required for membership, solely or jointly.

Section 4. Quorum: At any meeting of the members, a quorum shall consist of five (5) members of the Corporation present either in person or by proxy, and a majority in amount of such quorum shall decide any question that may come before the meeting.

### ARTICLE IV:

#### MEMBERSHIPS

Section 1. Qualifications: Every person or legal entity who is a record owner of or lessee of one or more lots of the



following described property commonly referred to as Wind River Lots I & II and described as follows, to-wit:

All of Blocks 1 and 2 of Wind River  
Lots I & II Subdivision in Skamania  
County, Washington;

shall be a member of the Corporation, provided, that a person or entity who holds such interest merely as a security for the performance of an obligation shall not be entitled to membership.

Section 2. Voting Rights: Each member shall be entitled to one (1) vote for each member in which they hold an interest required for membership. Whenever a member shall cease to own or lease such property, he shall automatically be dropped from the membership roll of the Corporation. The new owner replaces him/her upon sale of the lot.

Section 3. Members: A member shall have no vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue after his membership ceases, or while he is not in good standing.

Section 4. Certificates of Membership: Each member shall be entitled to a certificate or card of membership certifying to his membership, which shall be signed by the President, or Vice President, and by the Secretary of the Corporation. Upon the card or each certificate shall be entered the name of the person holding such certificate and the date of issuance. Each such certificate shall be valid only when held by and registered in the name of a member of the Corporation and such certificate shall be subject to the By-Laws then made and which may thereafter be made, and such By-Laws shall be considered as and shall be an essential part of the contract between the Corporation and the member holding such certificate. In the event of change of ownership of property all rights and membership will be automatically transferred to the legal owner of said lot of Wind River Lots I & II.

#### ARTICLE V.

##### MAINTENANCE CHARGES

Section 1. The Board of Directors of Wind River Community Water System shall have the right and power to subject any of the property described in Article IV, Section 1, to annual maintenance charges.

Commencing \_\_\_\_\_, and on the same day

of each year thereafter, members shall pay to Wind River Community Water System, in advance, the maintenance charges against his property, and such payments shall be used by the Corporation to create and continue a Maintenance Fund to be used by the Corporation as hereafter stated. The charge will be delinquent when not paid within thirty (30) days after it becomes due.

The annual charge may be adjusted or reduced from year to year by the Board of Directors of Wind River Community Water System as the needs of the property in its judgment may require, but in no event shall the charge in any year exceed the sum of \$2,000.00 by a two-thirds (2/3) vote of all membership. The assessments shall be made in accordance with the maintenance needs and benefits to each property owner.

Section 2. The Maintenance Fund may be used for maintenance of the water system, real estate taxes, and assessments, and improvements authorized by the Board of Directors.

Section 3. Wind River Community Water System shall have a lien on all real property of members located within Wind River Lots I & II to secure the payment of maintenance charges due and to become due, and the record owner of such lots shall be personally liable for all maintenance charges.

ADOPTED at the meeting of the Board of Directors on the \_\_\_\_ day of \_\_\_\_\_, 198\_\_.

*Donald B. Buehl*  
President

ATTEST:

*Hean L. Beck*  
Secretary