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BOOK 235 PAGE 142

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SKAMANIA COUNTY, WASH
BY Michael J. Haeder

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J. MICHAEL J. HAEDER

AFTER RECORDING MAIL TO:

WIND RIVER COMMUNITY WATER ASSOCIATION

P.O. Box 1197

Carson, WA. 98610

BY-LAWS

of

THE WIND RIVER COMMUNITY WATER ASSOCIATION

ARTICLE 1 - NAME

The name of the organization shall be The Wind River Community Water Association.

ARTICLE 2 - PURPOSE

The purpose of the organization shall be to govern and administer the potable water system serving the property commonly referred to as Wind River Lots I and II and described as:

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

and some contiguous properties.

ARTICLE 3 - MEMBERSHIP

Section 1 - Qualifications

Every person or legal entity who is a record owner or lessee of one or more lots of the property commonly referred to as Wind River Lots I and II and described as:

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

and contiguous properties served by the system shall be a member of the Association, except that persons or entities holding the interest only as security for the performance of an obligation shall not be entitled to membership. Members in good standing are defined as those members whose annual maintenance charge is not delinquent as defined herein in Article 7.

Section 2 - Voting Rights

Each member in good standing shall be entitled to one (1) vote for each lot in which they hold an interest. Whenever a member no longer owns or leases eligible property he shall

automatically cease being a member of the Association. The new owner becomes a member of the Association upon execution of the sale or lease.

Section 3 - Members Not In Good Standing

Any member who is not in good standing shall have no vested right, interest, or privilege of, in or to the assets, functions, affairs or franchises of the Association or any right, interest, or privilege that may be transferable or inheritable, or which shall continue after his membership ceases.

Section 4 - Certificates of Membership

Each member of the Association shall receive a Certificate of Membership certifying to his membership and signed by the President or Vice-President and the Secretary. Such membership shall remain valid only as long as the member fulfils the requirements of membership and transfers automatically upon sale or termination of lease.

ARTICLE 4 - OFFICERS AND THEIR DUTIES

Section 1 - Officers

The Officers of the Association shall be the President, the Vice-President, the Secretary, and the Treasurer. The offices of the Secretary and Treasurer may be combined into one office or split into two at the option of the Board of Directors (herein referred to as the Board).

Section 2 - President

Subject to the direction of the Board the President shall be the Chief Executive Officer of the Association and in doing so shall:

- 1) Be responsible for the operation and administration of the Association and conduct its affairs and business under these by-laws and in compliance with the mandates of the membership, good business practice and the laws of the United States and the State of Washington.
- 2) Authorize the expenditure of funds.
- 3) Enter into contracts in the name of the Association when authorized to do so by the Board.
- 4) Be a signatory on all accounts of the Association.
- 5) Report annually to the Board and the Membership on the business and state of the Association.
- 6) Serve as a member of the Board.
- 7) Perform such other duties as may be assigned to him by the Board.
- 8) Be an ex officio member of all committees.

Section 3 - Vice-President

The Vice-President shall perform such duties as may be assigned to him by the President and the Board. The Vice-President shall serve as a member of the Board. In the absence of or in the event of disability of the President, the Vice-President will assume the duties of the President.

Section 4 - Secretary

The Secretary shall, subject to the control of the Board and the President, perform all duties incident to the office of Secretary and such other duties as the Board may direct and in doing so shall:

- 1) Attend all meetings of the Board, committees, and the Membership and shall keep the minutes of these meeting.
- 2) Have custody of the corporate seal and such books and records as the Board may direct.
- 3) Perform other such duties as may be assigned by the Board and the President.
- 4) Serve as a member of the Board.

Section 5 - Treasurer

The Treasurer shall, subject to the control of the Board and the President, perform all duties incident to the office of Treasurer and such other duties as the Board may direct and in doing so shall:

- 1) Have custody of all funds, receipts, disbursements and securities of the Association
- 2) Make and maintain the financial records of the Association.
- 3) Deposit all monies as directed by the Board and pay all proper and authorized obligations of the Association as directed by the President.
- 4) Be a signatory on all accounts of the Association.
- 5) Prepare and present an annual financial report to the Board.
- 6) if required by the board give a bond for the faithful discharge of his duties in the sum required by the Board.
- 7) Perform other such duties as may be assigned by the Board and the President.
- 8) Serve as a member of the Board.

Section 6. - Eligibility

Any member in good standing and willing to serve is eligible to be an officer of the Association.

Section 7 - Elections

Elections shall be held at the annual meeting of the Association. Those elected shall take office upon the completion of the election and shall serve until the next annual meeting.

Section 8 - Vacancies

If the office of the President becomes vacant, the Vice-president will fill the office of President for the remainder of the term. Whenever a vacancy occurs among the officers the Board may appoint a member willing to serve in the position to fill the remaining term of the officer whose position has become vacant.

ARTICLE 6 - DIRECTORS

Section 1 - Number of Members

The Association will be governed by a Board of Directors consisting of the Officers and a maximum of two other members of the Association. Members of the Board shall be elected annually from the membership of the Association at the annual meeting.

Section 2 - Meetings

- A. The Board shall meet to transact business when designated at a place mutually agreed among them at least annually and at other such times as business may require.
- B. Special Meetings may be called by the president or any two members of the Board for any time and place. Reasonable notice of such meetings shall be given to each member of the Board before the time set for each meeting.

Section 3 - Chairman

The President shall act as Chairman of the Board at all meetings of the Board. In the absence of the President the Vice-President will act as Chairman, when both are absent a Chairman will be chosen from among those present.

Section 4 - Quorum

- A. The Directors shall act as a board and shall have no power or authority as individual directors.
- B. A majority of the current directors shall be a quorum for conducting business at any regular or special meeting.
- C. A majority of those present when less than a quorum is present may adjourn the meeting until a quorum is present.
- D. The act of the directors present at a meeting at which there is a quorum shall be the act of the Board except as otherwise provided by law.

Section 5 - Order of Business

The Board may determine as necessary the order of business to be conducted by the Board.

Section 6 - Annual Report

The Board at the annual membership meeting shall present a report as to the condition of the Association and a report of the financial transactions of the past year.

Section 7 - Vacancies

When a vacancy occurs on the Board the members may elect a member to fill the unexpired term.

ARTICLE 6 - MEETINGS

Section 1 - Annual Meeting

There shall be an annual meeting of the members of the Association at the place designated by the Board on the first Sunday in September at 2:00 pm for the transaction of such business as may come before the meeting. No notice is required for the meeting.

Section 2 - Special Meetings

Special meetings of the membership shall be whenever called by the Board or requested from the Board by ten (10) or more members. Notice of the special meeting with the time, place, and the business to be discussed shall be sent by mail, email, or other means to all members at least ten (10) days before the meeting.

Section 3 - Quorum

At any meeting of the members, a quorum shall be five (5) members of the Association in person or in proxy. A majority of such a quorum shall decide any question before the meeting.

Section 4 - Proxy

Each member may cast one (1) vote in person or by proxy for each lot or living unit in which they solely or jointly hold the interest required for membership. Proxies in writing must be presented to the Secretary at the beginning of the meeting in which it will be exercised.

ARTICLE 7 - MAINTENANCE CHARGES

Section 1 - Assessment

- A. The Board shall have the right and power to assess annual, advance maintenance charges on the membership and to revise the charges as necessary to fund the maintenance, repair and necessary modification of the water system and charges and taxes payable by the system. The Board shall review the charges annually and increase or reduce them consistent with the needs of the system. Assessments may be made in accordance with the needs of and benefits to each property owner.
- B. Each property owner requiring connection to the water system shall pay a charge established by the Board for connection ("hook-up" charge). The charge shall be paid in full before the connection is made. The one time fee is \$1200.00.
- C. The Board shall have the right and power to make special assessment in the event of emergencies.

Section 2 - Delinquency

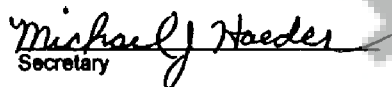
- A. The maintenance assessment of each member will become delinquent when not paid within thirty (30) days after it becomes due.

- B. When a member's assessment is delinquent the member loses his good standing in the Association and the rights and privileges related thereto until such delinquency is eliminated by payment of all delinquent assessments.
- C. The Board of Directors shall have the right to take all measures permitted by law to secure payment of delinquent charges of any type due to the Association.
- D. Wind River Community Water System shall have a lien on all property served by the system to secure payment of maintenance charges and the owner of the properties shall be personally liable for the payment of such charges.

Approved at the Meeting of the Board of Directors on the 11 day of January 2003


President

Attested to:


Secretary