

Pine Forest Owners Association

Bylaws

ARTICLE I - Identification

Section 1. Name

The name of this corporation is PINE FOREST OWNERS ASSOCIATION, successor to Methow Mountain Owners Association, which shall be referred to herein for convenience as "the Association".

Section 2. Principal Office

The principal office of the Association shall be in the County of Okanogan, State of Washington.

ARTICLE II - Purpose and Powers

Section 1. Purpose

The primary purpose of the Association shall be to further and promote the common interests and welfare of its members within the subdivided land area situated in Okanogan County, Washington, known and to be known generally as Pine Forest, referred to herein for convenience as "the Subdivision".

Section 2. Powers

The Association shall do whatever is necessary, conducive, incidental or advisable to accomplish and promote its object and purposes, except carrying on a business or trade for profit, and in connection therewith shall have but shall not be limited to, the following powers:

- a. To acquire real or personal property by gift, purchase or other means;
- b. To own, hold, enjoy, lease, operate, maintain, convey, sell, assign, transfer, mortgage or otherwise encumber, or dedicate for public use, any real or personal property owned by it;
- c. To exercise the powers and functions granted to it in the recorded restrictions of each unit in the Subdivision;
- d. To construct, maintain and operate recreational facilities of all kinds within the Subdivision;
- e. To care for vacant, unimproved and unkept lots;
- f. To maintain, rebuild, repair, beautify and otherwise care for all streets within the Subdivision not subject to maintenance by governmental authority or contract for these services with others;
- g. To pay taxes and assessments, if any, levied by any governmental authority on property owned by it;
- h. To enforce changes, easements, restrictions, covenants, conditions and agreements existing upon or created for the benefit of the real property in the Subdivision;
- i. To appoint such committees as may be necessary to, or convenient in, the discharge of any of its obligations or powers;
- j. To levy an annual charge upon its members and to declare the same a lien against the property subject thereto in accordance with the recorded restrictions of each unit in the Subdivision;
- k. To prescribe and enforce motor vehicle speed limits within the Subdivision;
- l. To sue to collect any charges not paid and in connection therewith to foreclose any lien granted to it;
- m. To borrow money, contract debts, and issue bonds, notes, and debentures, and secure the payment or performance of its obligations;
- n. To expend its monies for the payment and discharge of all proper costs, expenses and obligations incurred in carrying out all or any of these powers in furtherance of its purposes and objectives;
- o. To contract and pay premiums for fire, casualty, liability and other insurance, including indemnity and other bonds;
- p. To contract and pay for maintenance, gardening, utilities, materials, supplies and services relating to property or facilities owned or operated by it and to employ personnel reasonably necessary for the administration of its affairs including legal counsel and accountants; and
- q. To do all other acts necessary or expedient for the administration of its affairs and the attainment of its purposes.

ARTICLE III - Membership

Section 1. Classes

There shall be two (2) classes of membership in the Association, i.e., members and associate members.

Section 2. Members

Membership shall be appurtenant to lots (as the same are defined herein) in the Subdivision and all persons who become owners thereof shall, by reason of such ownership, become and hereby are made members of the Association. The Subdivision developer shall be a member by reason of its inventory of unsold lots. Members shall be limited to the owners of not less than one (1) lot (as the same is defined herein) in the Subdivision. Only one (1) of any number of co-owners of a lot shall be a member. A lot held by a husband and wife in any form of joint membership, including community property, shall qualify the owners for one membership only, to be issued in the name of the husband unless otherwise directed. The spouse and/or children of a member who also have the same residence as the member will have the same right as the member to the enjoyment of common areas and facilities. Ownership of more than one (1) lot shall entitle the owner to all the rights and privileges of membership and shall subject such owner to all the liabilities and duties thereof that are attendant to the ownership of each lot separately; provided, however, that the Association may issue a single certificate or other evidence of membership relating to all of such lots; and provided further that the owner of more than one (1) lot shall be considered as a single member only for purposes of notice and determination of associate memberships. A member shall be entitled to one (1) vote for each lot in the Subdivision owned by such member.

Section 3. Associate Members

The following shall be entitled to associate membership in the Association:

- a. Officers and directors of the Association not otherwise a member by reason of lot ownership pursuant to Section 2 of this Article III.
- b. Such other persons as under the rules promulgate from time to time.

Associate members shall have no right to vote or right to notice of any regular or special membership.

Associate members may be required to pay membership dues in accordance with rules provided by the Board of Directors.

Section 4. Lot Defined

For purposes of these by-laws, "lot" or "lots" shall be defined as consisting of:

- a. All subdivided lots described and set forth in unit maps of the Subdivision from time to time recorded in the Office of the County Recorder of Okanogan County, Washington; and
- b. Each unit of any multiple-family residential building or guesthouse, inn or hotel facility within the Subdivision.

Section 5. Privileges

Members and associate members, and the guests of each, shall have the use of the streets and parks in the Subdivision and any other property or facilities from time to time owned by the Association, subject to the provisions of the restrictive covenants of the various units of the Subdivision from time to time recorded and such other rules for the use of the streets, parks or other property or facilities as may be adopted by the Board of Directors of the Association.

ARTICLE IV - Evidence of Membership and Transfer

Section 1. Membership Certificates

Certificates of membership in the Association shall be issued to members only. They shall be in such form as the Board of Directors shall designate and shall be issued over the signature of the President or Vice

President and Secretary or Assistant Secretary. Membership at the discretion of the Board need not be evidenced by certificates of membership.

Section 2. Transfer

Membership in the Association is transferable only upon the conveyance of the lot giving rise to such membership and any other attempted transfer or assignment of membership shall be null and void. Transfers of record which occur by reason of the conveyance of any lot subsequent to the initial conveyance from the Subdivision developer shall be subject to a fee of \$25.00 and to the payment of all indebtedness to the Association of the member whose membership is transferred.

Section 3. Issuance

Members shall be entitled to exercise all of the rights and privileges of membership, and they shall be subject to all of the obligations and liabilities thereof, without the actual issuance and possession of certificates of membership; provided, however, that the Association shall incur no liability for failure to give adequate notice to members not of record.

Section 4. Membership Cards

The Association may issue cards to members and/or associate members from time to time as the Board of Directors may deem necessary to assure proper control and identification. In any event, a roster of associate members shall be kept sufficiently current to assure proper identification and control.

ARTICLE V - Meetings of Members

Section 1. Place of Meetings

Any meeting of the members of the Association shall be held in Okanogan County, Washington, at such particular place therein as stated in the notice for such meeting.

Section 2. Annual Meeting.

The annual meeting of the members of the Association for the election of Directors whose terms have expired and for the transaction of such other business as may properly come before the meeting, shall be held at such hour and on such day, beginning in the year 1976, as shall be determined by the Board of Directors.

Written notice of each annual meeting shall be given to each member entitled to vote there at, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his record address appearing on the books of the Association. All such notices shall be sent to each member entitled thereto not less than seven (7) nor more than sixty (60) days before each annual meeting, and shall specify the place, the date and the hour of such meeting, and shall also state the general nature of the business or proposal to be considered or acted upon at such meeting.

Section 3. Special Meetings

Special meeting of members for any purpose or purposes whatsoever may be called at any time by the President, or by a majority of the Board of Directors, or by one or more members holding not less than forty percent (40%) of the voting power of the Association. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of the members. Notices of any special meeting shall specify, in addition to the place, date and hour of such meeting, the general nature of the business to be transacted.

Section 4. Adjourned Meetings and Notice Thereof

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the voting power of which is either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at any such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

Section 5. Quorum

The presence in person or by proxy of the holders of ten percent (10%) of the membership entitled to vote at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6. Voting

Except as otherwise provided by law, only members in whose names memberships entitled to vote stand on the records of the Association on the record date for voting purposes, fixed as provided in ARTICLE IX, Section 1, of these by-laws, shall be entitled to vote at such meeting. Such vote may be viva voce or by ballot; provided, however, that all elections for directors must be by ballot upon demand by a member at any election and before the voting begins. Except as otherwise provided herein, each member is entitled to one vote for each lot owned by him. Every member is entitled to vote at any election for directors shall have the right to cumulate his votes and give one (1) candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which he is entitled, or to distribute his votes on the same principle among as many candidates as he thinks fit. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected. The right of members to elect directors is subject to that right of the Developer, in accordance with the recorded deed covenants recorded records of the Auditor of Okanogan County, Washington, applicable to the Subdivision to designate 3 out of 5 of the directors until the first meeting of members and for nine (9) years thereafter.

Section 7. Action without Meeting

Any action, except as otherwise provided by law, which, under the applicable provisions of law, may be taken at a meeting of the members or may be taken without a meeting if authorized in writing by all of the members who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Association.

Section 8. Proxies

Every member entitled to vote or execute consents should have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such member or his duly authorized agent and filed with the Secretary of the Association; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless the person executing it specifies therein the length of time for which such proxy is to continue in force, which in no event shall exceed seven (7) years from the date of its execution.

ARTICLE VI - Directors

Section 1. Powers

Subject to any limitations of the articles of incorporation, of these by-laws, and of the General Non-Profit Corporation Law of Washington, and subject to the duties of directors as prescribed by these by-laws, all corporate powers of the Association shall be exercised by or under the authority of, and the business and

affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

- a. To select and remove all officers, agents and employees of the Association and prescribe such powers and duties for them as may not be inconsistent with law, with the articles of incorporation or these by-laws; and
- b. To conduct, manage and control the affairs and business of the Association, and to make such rules and regulations, therefore, not inconsistent with law, with the articles of incorporation or these by-laws, as they may deem best; and
- c. To change the principal office for the transaction of the business of the Association from one location to another within the same county as provided in ARTICLE I, Section 2, hereof; to designate the place for the holding of any members' meeting or meetings; and to adopt, make and sue a corporate seal, and to prescribe the forms of membership certificates and/or membership identification cards, from time to time, as in their judgment they may deem best; and
- d. To take such steps as may be necessary to implement any of the powers of the Association as provided in ARTICLE II, Section 2, thereof; and
- e. To appoint an Executive Committee and other committees, and to delegate to such Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Association except the power to adopt, amend or repeal by-laws. Any such Executive Committee shall be composed of two (2) or more directors.

Section 2. Number and Qualification

The authorized number of directors of the Association shall be five (5) until changed by an amendment of the articles of incorporation or by a by-law amending this Section 2 duly adopted by the members. Directors shall not be required to be members.

Section 3. Election and Term of Office

Until the first annual meeting of members, the directors of the Association shall be those individuals named in the articles of incorporation or their successors determined pursuant to Section 4 of this ARTICLE VI. At such meeting, and at each annual meeting of members thereafter, the directors shall be elected by the members; provided, however, the authority granted in any recorded deed covenants to Methow Properties, Inc., or its successors to designate Board of Directors members shall be controlling for the term stated in such recorded deed covenants and, provided, further, that if for any reason any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose. All directors shall hold office until their respective successors are elected.

Section 4. Vacancies

Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail at any annual or special meeting of members at which any director or directors are elected to elect the full authorized number of directors to be voted for at that meeting, or if a vacancy is declared by the Board of Directors for any reason permitted by law.

The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the Board of Directors accepts the resignation of a director tendered to take effect at a future

time, the Board or the members shall have power to elect a successor, pursuant to the provisions hereof, to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. Regular Meetings

Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Call and notice of such meetings are hereby dispensed with.

Section 6. Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be held at any time upon call by the President, or, if he is absent or unable or refuses to act, by any Vice President or by any two (2) directors. Such meetings may be held at any place designated from time to time by resolution of the Board or by written consent of all members of the Board.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall constitute due, legal and personal notice to such director.

Section 7. Waiver of Notice

The transactions of any meeting of the Board of Directors, however, called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Quorum

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the articles of incorporation.

Section 9. Adjournment and Notice

A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

ARTICLE VII - Officers

Section 1. General

The officers of the Association shall be a President, one (1) or more Vice Presidents, a Secretary and a Treasurer, and each of them shall be elected by the Board of Directors. The Association may also have such other officers, including one (1) or more Assistant Secretaries, as may be appointed by the Board of Directors.

Officers, other than the President, need not be directors. One person may hold two (2) or more offices, except those of President and Secretary.

Each officer shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified; provided that officers may be appointed at any time by the Board of Directors for the purpose of initially filling an office or filling a newly created or vacant office. Officers shall not be required to be members.

Section 2. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the directors in office at the time, at any regular or special meeting of the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Association. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these by-laws for regular appointments to such office.

Section 4. President

The President, who shall be chosen from the Board of Directors, shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. He shall be an ex officio member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and such other powers and duties as may be prescribed by the Board of Directors or these by-laws.

Section 5. Vice Presidents

In the absence of disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as may be prescribed for them respectively by the Board of Directors, the President or these by-laws.

Section 6. Secretary

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of directors and members, or a duplicate thereof, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present or represented at members' meetings, and the proceedings thereof.

The Secretary shall keep or cause to be kept, if any form permitted by law, at the principal office or such other place as the Board of Directors may order, a membership register, or a duplicate thereof, showing the names of the members and their addresses, the description and number of lots, if more than one, upon which such membership is based, the number and date of membership certificates issued, and the number and date of cancellation of membership certificates surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meeting of the members and of the Board of Directors required by these by-laws or by law to be given, and shall keep the seal of the Association in safe

custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President or these by-laws.

Section 7. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains or losses. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Association with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President or these by-laws.

ARTICLE VIII - Annual Assessment

Section 1. General

Each year the Board of Directors shall consider the current and future needs of the Association and, in light of those needs, shall fix by resolution the amount of the annual assessment to be levied against each lot in the Subdivision, which amount shall be a debt of the owner thereof at the time such charge is made.

Section 2. Payment

The annual assessment shall be paid in advance to the Association by such date as set by the Board of Directors.

Section 3. Notice

The Treasurer shall mail to each member, at such member's record address, written notice of each annual assessment and the time and manner for payment thereof at least two (2) weeks prior to the time such assessment shall become due and payable.

Section 4. Lien

The amount of such annual assessment, plus any other charges thereon such as interest when delinquent and costs of collection (including attorneys' fees), if any, shall constitute and become a lien on the lot so assessed or on the underlying real property (in the case of units in a multi-family residential building or guesthouse, inn or hotel facility) when the Board of Directors causes to be recorded with the County Recorder of the county a notice of assessment which shall state the amount of such assessment and such other charges, a description of the lot or other real property which has been assessed, and the name of the record owner thereof. Such notice shall be signed by the Secretary of the Association on behalf of the Association. Upon payment of said assessment and charges in connection with which such notice has been so recorded, or other satisfaction thereof, the Board of Directors shall cause to be recorded a further notice stating the satisfaction and the release of the lien thereof.

The authority to levy such assessment upon lots in the Subdivision is granted to the Association by the Declarant of the recorded declarations of restrictions imposed and to be imposed by it from time to time upon the various units comprising the Subdivision.

Section 5. Priority of Lien

Such lien shall be prior to all other liens recorded subsequent to said notice of assessment except that liens of first mortgages and/or first deeds of trust incurred for the purposes of constructing a residence or other

improvement thereon and which are recorded in accordance with applicable law shall be superior to any and all such liens provided for herein.

Section 6. Lien Enforcement

The lien provided for herein may be enforced by sale by the Association, its attorney for other person authorized to make the sale, after failure of the responsible party to pay the annual assessment in accordance with its terms. Such sale shall be conducted in accordance with the provisions of the laws of the State of Washington, applicable to the exercise of powers of sale in mortgages and deeds of trust, or in any other manner permitted by law.

ARTICLE IX - Miscellaneous

Section 1. Record Date

The Board of Directors may fix a time in the future as a record date for the determination of the members entitled to notice of and to vote at any meeting of members. The record date so fixed shall not be more than thirty (30) days prior to the date of the meeting. When a record date is so fixed, only members of record on that date shall be entitled to notice of and to vote at the meeting, notwithstanding any transfer of or issuance of membership certificates on the books of the Association after the record date.

Section 2. Inspection of Records

The membership register or duplicate membership register, the books of account and minutes of proceedings of the members, and the Board of Directors and the Executive Committee, if any, shall be open to inspection upon the written demand of any member at any reasonable time and for a purpose reasonably related to his interests as a member.

Section 3. Checks and Drafts

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 4. Annual Accounting

An annual report and account, including a statement of income and disbursements, shall be sent to the members not later than thirty (30) days after the close of the Association's fiscal year.

Section 5. Execution of Contracts

The Board of Directors, except as may be otherwise provided in these by-laws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument or document in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts, promissory notes and other evidences of indebtedness, deeds of trust, mortgages and other corporate instruments or documents requiring the corporate seal, shall be executed, signed or endorsed by the President (or any Vice President) and by the Secretary (or any Assistant Secretary) or the Treasurer.

Section 6. Limitation of Powers

No contract shall be entered into with the developer of the Subdivision which binds the Association for a period in excess of one (1) year without reasonable cancellation provisions included therein.

Section 7. Inspection of By-Laws

The Association shall keep in its principal office for the transaction of business the original or a copy of the by-laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

ARTICLE X - Amendments

New by-laws may be adopted or these by-laws may be amended or repealed by the vote or written assent of members entitled to exercise a majority of the voting power of the Association.